

THIS OMNIBUS OBJECTION SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM AS GENERAL UNSECURED CLAIMS. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' SECOND OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION, AND/OR THE EXHIBIT ATTACHED THERETO, TO DETERMINE WHETHER THIS OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 310-8125.**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF HEARING ON DEBTORS' SECOND OMNIBUS OBJECTION TO
PROOFS OF CLAIM (RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

PLEASE TAKE NOTICE that, on August 6, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors’ Second Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court reclassify in its entirety one or more proofs of claim listed on **Exhibit A** annexed to this Notice (the “**Proofs of Claim**” or “**Claims**”), on the ground(s) that such Claim(s) does not satisfy the requirements for administrative expense priority under section 503(b)(9) of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed to this Notice as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the reclassification of a Proof of Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the reclassification of its applicable Claim(s), then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the reclassification of its applicable Claim(s), then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **August 27, 2019, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on Claimant’s behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal,

& Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **September 25, 2019, at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Claim(s) that are the subject of such Response.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT reclassify the Claims listed on **Exhibit A**, the Debtors retain the right to object on other grounds to the Claim(s) (or to any other Claim(s) Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court’s instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court’s website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Claims(s).**

Dated: August 6, 2019
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

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and Debtors in Possession

Exhibit A

Schedule of Claims to be Reclassified as General Unsecured Claims

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
1.	10 MANAGEMENT INCORPORATED, INC	4521	Sears Holdings Corporation	\$38,985.00	\$38,985.00	The Claim does not relate to the receipt of "goods".
2.	123Stores, Inc.	15977	Sears Holdings Corporation	40,697.79	40,697.79	The Claim does not relate to goods received "by the Debtors".
3.	4T DOOR SYSTEMS, INC.	9085	Sears Holdings Corporation	1,288.75	1,288.75	The Claim does not relate to the receipt of "goods".
4.	4T Door Systems, Inc.	373	Sears Holdings Corporation	1,288.75	1,288.75	The Claim does not relate to the receipt of "goods".
5.	888 Cool Fans	7833	Sears Holdings Corporation	278.35	278.35	The Claim does not relate to goods received "by the Debtors".
6.	Ace Vacuums Online LLC	8525	Sears Holdings Corporation	12,673.25	12,673.25	The Claim does not relate to goods received "by the Debtors".
7.	Adams, Aerin-Leigh	15936	Sears Home Improvement Products, Inc.	5,411.00	5,411.00	The Claim does not relate to the receipt of "goods".
8.	Adams, Aerin-Leigh	17740	Sears Home Improvement Products, Inc.	5,411.00	5,411.00	The Claim does not relate to the receipt of "goods".
9.	adMarketplace	2660	Sears Holdings Corporation	20,808.00	20,808.00	The Claim does not relate to the receipt of "goods".
10.	adMarketplace, inc.	10674	Sears Holdings Corporation	18,214.90	18,214.90	The Claim does not relate to the receipt of "goods".
11.	AGGRO PACIFIC HAWAII LLC	7248	Sears Holdings Corporation	9,947.00	9,947.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
12.	AKDY IMPORTS LLC	7848	Sears Holdings Corporation	30,315.99	30,315.99	The Claim does not relate to goods received "by the Debtors".
13.	ALIZAI ENTERPRISE INC	4758	Sears Holdings Corporation	10,970.88	10,970.88	The Claim does not relate to goods received "by the Debtors".
14.	All American Door	15188	Sears Holdings Management Corporation	3,787.40	3,787.40	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
15.	ALL AMERICAN TREE & LAWN	11970	Sears Holdings Corporation	11,495.00	11,495.00	The Claim does not relate to the receipt of "goods".
16.	All American Tree & Lawn	363	Sears Holdings Corporation	24,390.00	24,390.00	The Claim does not relate to the receipt of "goods".
17.	Allatin, Tara A	14495	Sears, Roebuck and Co.	6,145.85	6,145.85	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
18.	ALS GROUP INC	10844	Sears Holdings Corporation	1,286.95	1,286.95	The Claim does not relate to goods received "by the Debtors".
19.	ALS GROUP INC	12417	Sears Holdings Corporation	1,764.18	1,764.18	The Claim does not relate to goods received "by the Debtors".
20.	Alvarez, Cesar L.	14248	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
21.	AMAZONLOT LLC	12451	Sears Holdings Corporation	107,779.27	107,779.27	The Claim does not relate to goods received "by the Debtors".
22.	Amazonlot	836	Sears Holdings Corporation	107,779.27	107,779.27	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
23.	AMI Ventures Inc	8513	Sears Holdings Corporation	92,635.11	92,635.11	The Claim does not relate to goods received "by the Debtors".
24.	AMI Ventures Inc	8514	Sears Holdings Corporation	108,015.38	108,015.38	The Claim does not relate to goods received "by the Debtors".
25.	AMI Ventures Inc	8540	Sears Holdings Corporation	161,118.57	161,118.57	The Claim does not relate to goods received "by the Debtors".
26.	AMI Ventures Inc	8556	Sears Holdings Corporation	83,798.10	83,798.10	The Claim does not relate to goods received "by the Debtors".
27.	AMI Ventures Inc	8644	Sears Holdings Corporation	159,391.29	159,391.29	The Claim does not relate to goods received "by the Debtors".
28.	Ammana	11521	Sears Holdings Corporation	3,908.72	3,908.72	The Claim does not relate to goods received "by the Debtors".
29.	Angione, Emilia I	16698	Sears Holdings Corporation	6,551.55	6,551.55	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
30.	ANGOL, LESTER K	16893	Sears, Roebuck and Co.	1,403.99	1,403.99	The Claim does not relate to the receipt of "goods".
31.	AR & EM RETAIL GROUP CORP	9900	Sears Holdings Corporation	5,671.74	5,671.74	The Claim does not relate to goods received "by the Debtors".
32.	AR & EM Retail Group Corp	11465	Sears Holdings Corporation	5,671.74	5,671.74	The Claim does not relate to goods received "by the Debtors".
33.	ARORA, AMIT	18710	Sears Home Improvement Products, Inc.	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
34.	ARROW GLOBAL ASSET DISPOSITION, INC.	8679	Sears Holdings Corporation	28,260.18	28,260.18	The Claim does not relate to goods received "by the Debtors".
35.	AVANTI, LOUISA	14313	Sears Holdings Corporation	37,000.00	37,000.00	The Claim does not relate to the receipt of "goods".
36.	AVANTI, LOUISA	18374	Sears Holdings Corporation	37,000.00	37,000.00	The Claim does not relate to the receipt of "goods".
37.	BABYLON LIMITED	12486	Sears Holdings Corporation	5,379.96	5,379.96	The Claim does not relate to goods received "by the Debtors".
38.	BABYLON LIMITED	14397	Sears Holdings Corporation	5,379.96	5,379.96	The Claim does not relate to goods received "by the Debtors".
39.	BAR, ELI	14920	Sears Holdings Corporation	67,482.59	67,482.59	The Claim does not relate to goods received "by the Debtors".
40.	BARNES, ROSEMARY	18870	Kmart Holding Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
41.	Barron, Kenneth and Diane	9260	Sears Holdings Corporation	103.99	103.99	The Claim does not relate to the receipt of "goods".
42.	BATISTA, MILDRED	14115	Sears Holdings Corporation	3,819.99	3,819.99	The Claim does not relate to the receipt of "goods".
43.	Batten & Company	16025	Sears Holdings Management Corporation	10,762.50	10,762.50	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
44.	Battle, Jesse Richard	18921	Sears, Roebuck and Co.	3,059.16	3,059.16	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
45.	BAUZELLE, VIRGINIA	10809	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
46.	BBW BRANDS INC	10725	Sears Holdings Corporation	1,286.95	1,286.95	The Claim does not relate to goods received "by the Debtors".
47.	Beauty Express Salons, Inc.	16885	Sears, Roebuck and Co.	41,426.00	41,426.00	The Claim does not relate to the receipt of "goods".
48.	Bedz King LLC	7593	Sears Holdings Corporation	4,215.87	4,215.87	The Claim does not relate to goods received "by the Debtors".
49.	Bennett, Jennifer	16457	Sears Home Improvement Products, Inc.	8,694.80	8,694.80	The Claim does not relate to the receipt of "goods".
50.	Best Plumbing and Remodeling Inc	5497	Sears Holdings Corporation	2,373.76	2,373.76	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
51.	Beyove Limited	12235	Sears Holdings Corporation	51,870.19	51,870.19	The Claim does not relate to goods received "by the Debtors".
52.	BHFO, Inc.	7810	Sears Holdings Corporation	48,891.82	48,891.82	The Claim does not relate to goods received "by the Debtors".
53.	BHFO, Inc.	7812	Sears Holdings Corporation	294.13	294.13	The Claim does not relate to goods received "by the Debtors".
54.	Black Bow Brands, Inc.	8553	Sears Holdings Corporation	7,753.60	7,753.60	The Claim does not relate to goods received "by the Debtors".
55.	BLACK, BRIAN	17339	Sears Holdings Corporation	35,000.00	35,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
56.	Blair Technology Group	11297	Sears Holdings Corporation	16,268.89	16,268.89	The Claim does not relate to goods received "by the Debtors".
57.	BLASS, JAY	1296	Sears Home Improvement Products, Inc.	312.50	312.50	The Claim does not relate to the receipt of "goods".
58.	BLASS, JAY	1931	Sears Home Improvement Products, Inc.	135.50	135.50	The Claim does not relate to the receipt of "goods".
59.	BLEDSON, TAMICHA	13493	Sears Holdings Corporation	3,172.40	3,172.40	The Claim does not relate to the receipt of "goods".
60.	BLM Flooring Inc	717	Sears Home Improvement Products, Inc.	3,997.35	3,997.35	The Claim does not relate to the receipt of "goods".
61.	Blue Nile Mills	12193	Sears Holdings Corporation	15,945.67	15,945.67	The Claim does not relate to goods received "by the Debtors".
62.	BonJon LLC dba: Celebrity Tuxedos	3097	Sears Holdings Corporation	4,322.00	4,322.00	The Claim does not relate to the receipt of "goods".
63.	BOSH ENTERPRISES INC	18766	Sears Holdings Corporation	1,605.00	1,605.00	The Claim does not relate to the receipt of "goods".
64.	Bowers Tool LLC	7133	Sears Holdings Corporation	1,822.61	1,822.61	The Claim does not relate to goods received "by the Debtors".
65.	Bowers Tool LLC	12767	Sears Holdings Corporation	1,895.41	1,895.41	The Claim does not relate to goods received "by the Debtors".
66.	BPH LLC	14147	Sears Holdings Corporation	624.36	624.36	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
67.	BQBP ELECTRONICS INC	11707	Sears Holdings Corporation	4,620.21	4,620.21	The Claim does not relate to goods received "by the Debtors".
68.	BRAGA, STEPHEN	13432	Sears Home Improvement Products, Inc.	120.00	120.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
69.	BRAXTON, LORI	11616	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
70.	BROOKS, DONALD R	19432	Sears Holdings Corporation	6,200.00	6,200.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
71.	Brown, Ardree D.	17029	Sears Holdings Corporation	18,512.50	18,512.50	The Claim does not relate to the receipt of "goods".
72.	BROWN, BRYAN	11135	Sears Holdings Corporation	8,489.26	8,489.26	The Claim does not relate to the receipt of "goods".
73.	BUCKEYE BARGAIN BOX LLC	12719	Sears Holdings Corporation	5,615.26	5,615.26	The Claim does not relate to goods received "by the Debtors".
74.	Buckeye Sweeping, Inc.	1395	Sears Holdings Corporation	2,000.00	2,000.00	The Claim does not relate to the receipt of "goods".
75.	Buckeye Sweeping, Inc.	2375	Sears Holdings Corporation	2,000.00	2,000.00	The Claim does not relate to the receipt of "goods".
76.	Buckley, Shirley	9691	Sears Home Improvement Products, Inc.	5,643.96	5,643.96	The Claim does not relate to the receipt of "goods".
77.	BuilderDepot, Inc.	3957	Sears Holdings Corporation	26,345.11	26,345.11	The Claim does not relate to goods received "by the Debtors".
78.	Burris, Sharon	10851	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
79.	Bustamante, Eduardo	9449	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
80.	Cain, Vanessa	11545	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
81.	Cain, Vanessa	11063	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
82.	CALTAGIRONE, REGINA	18898	Sears Holdings Corporation	2,500.00	2,500.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
83.	CAMACHO, JOSE M	14364	Sears, Roebuck de Puerto Rico, Inc.	14,170.60	14,170.60	The Claim does not relate to the receipt of "goods".
84.	Campbell, Benjamin T.	7115	Sears Holdings Corporation	1,000.00	1,000.00	The Claim does not relate to the receipt of "goods".
85.	CASILLAS, LUIS I	16327	Sears, Roebuck and Co.	5,600.00	5,600.00	The Claim does not relate to the receipt of "goods".
86.	Chahoud, Diala	5698	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
87.	CHAMPION, JANICE	12993	Sears Holdings Corporation	3,500.00	3,500.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
88.	Channel Marketing LLC D/B/A PowerSellerUSA	8888	Sears Holdings Corporation	1,726.08	1,726.08	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
89.	Chanx.com, Inc.	108	Sears Holdings Corporation	5,497.64	5,497.64	The Claim does not relate to goods received "by the Debtors".
90.	Chic Home Design, LLC	4919	Sears Holdings Corporation	11,256.90	11,256.90	The Claim does not relate to goods received "by the Debtors".
91.	Chic Home Design, LLC.	4880	Sears Holdings Corporation	4,646.50	4,646.50	The Claim does not relate to goods received "by the Debtors".
92.	Chronostore	1617	Sears Holdings Corporation	2,442.53	2,442.53	The Claim does not relate to goods received "by the Debtors".
93.	Chronostore	8291	Sears Holdings Corporation	5,663.19	5,663.19	The Claim does not relate to goods received "by the Debtors".
94.	Chronostore	15993	Sears Holdings Corporation	5,663.19	5,663.19	The Claim does not relate to goods received "by the Debtors".
95.	CLEMENTE, ROSA C.	13205	Sears Holdings Corporation	1,000.00	1,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
96.	Clemons Business Group, LLC	11508	Sears Holdings Corporation	24,189.12	24,189.12	The Claim does not relate to goods received "by the Debtors".
97.	Clemons Business Group, LLC dba 2Shop	4286	Sears Holdings Corporation	24,189.12	24,189.12	The Claim does not relate to goods received "by the Debtors".
98.	Clickhere2shop, LLC	10510	Sears Holdings Corporation	9,843.17	9,843.17	The Claim does not relate to goods received "by the Debtors".
99.	Collective Trading Inc	11724	Sears Holdings Corporation	8,085.66	8,085.66	The Claim does not relate to goods received "by the Debtors".
100.	COLLINS, YVONNE	14999	Sears Holdings Corporation	7,720.00	7,720.00	The Claim does not relate to the receipt of "goods".
101.	CONDES, SALLY	18331	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
102.	COOPER, JO ANN	11244	Sears Holdings Corporation	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
103.	COSIMINI, RUTH	12237	Sears Holdings Corporation	8,277.30	8,277.30	The Claim does not relate to the receipt of "goods".
104.	CPO Commerce, Inc.	14157	Sears Holdings Corporation	121,535.78	121,535.78	The Claim does not relate to goods received "by the Debtors".
105.	CPO Commerce, LLC.	13925	Sears Holdings Corporation	121,535.78	121,535.78	The Claim does not relate to goods received "by the Debtors".
106.	CRABTREE, MICHAEL	19156	Sears Holdings Corporation	11,217.01	11,217.01	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
107.	Crandoll, Yolanda	10530	Sears Holdings Corporation	7,818.94	7,818.94	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
108.	Culley, Amy	11945	Sears Home Improvement Products, Inc.	1,117.78	1,117.78	The Claim does not relate to the receipt of "goods".
109.	Cyber Pro Service Inc DBA Wags and Whiskers Gifts	4043	Sears Holdings Corporation	953.47	953.47	The Claim does not relate to goods received "by the Debtors".
110.	Cymax Stores USA LLC	15631	Sears Holdings Corporation	146,865.40	146,865.40	The Claim does not relate to goods received "by the Debtors".

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**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
111.	Cyxtera Communications, LLC	18688	Sears Holdings Management Corporation	150,063.71	150,063.71	The Claim does not relate to the receipt of "goods".
112.	DATS Trucking, Inc.	4092	StarWest, LLC	180.67	180.67	The Claim does not relate to the receipt of "goods".
113.	Dave Mancia, duns # 1000338016	755	Sears Holdings Corporation	5,838.67	5,838.67	The Claim does not relate to the receipt of "goods".
114.	Day to Day Imports Inc.	12426	Sears Holdings Corporation	16,108.88	16,108.88	The Claim does not relate to goods received "by the Debtors".
115.	Dazzilyn Limited	12241	Sears Holdings Corporation	25,730.49	25,730.49	The Claim does not relate to goods received "by the Debtors".
116.	DAZZILYN LIMITED	12431	Sears Holdings Corporation	25,730.49	25,730.49	The Claim does not relate to goods received "by the Debtors".
117.	Dearwear Limited	12445	Sears Holdings Corporation	46,515.27	46,515.27	The Claim does not relate to goods received "by the Debtors".
118.	Debra Barrett Jones on behalf of C&D Floor Care, LLC DBA Tidy Vacuums, LLC	16777	Sears Holdings Corporation	44,598.03	44,598.03	The Claim does not relate to goods received "by the Debtors".
119.	Debra Barrett Jones on behalf of C&D Floor Care, LLC DBA Tidy Vacuums, LLC	17425	Sears Holdings Corporation	44,598.03	44,598.03	The Claim does not relate to goods received "by the Debtors".
120.	Deep Blue Tackle LLC	11328	Sears Holdings Management Corporation	506.61	506.61	The Claim does not relate to goods received "by the Debtors".
121.	DELGADO, CARMEN	11795	Sears Holdings Corporation	9,000.00	9,000.00	The Claim does not relate to the receipt of "goods".
122.	DEMARCO, KATHY	11730	Sears Home Improvement Products, Inc.	14,447.46	14,447.46	The Claim does not relate to the receipt of "goods".
123.	Diamond and Gemstone Promotional Jewelry, Inc	8478	Sears Holdings Corporation	4,924.49	4,924.49	The Claim does not relate to goods received "by the Debtors".
124.	Diamond and Gemstone Promotional Jewelry, Inc	11257	Sears Holdings Corporation	4,924.49	4,924.49	The Claim does not relate to goods received "by the Debtors".
125.	Diamond Princess LLC	8555	Sears Holdings Corporation	7,232.84	7,232.84	The Claim does not relate to goods received "by the Debtors".
126.	DIAMONDPRINCESS.COM LLC	10485	Sears Holdings Corporation	7,232.84	7,232.84	The Claim does not relate to goods received "by the Debtors".
127.	Direct Advantage	12257	Sears Holdings Corporation	2,963.32	2,963.32	The Claim does not relate to goods received "by the Debtors".
128.	Discount Filter Store	8590	Sears Holdings Corporation	5,078.37	5,078.37	The Claim does not relate to goods received "by the Debtors".
129.	Dodds Bros. DBA 3 Alarm Fire & Safety	3821	Sears Holdings Corporation	434.75	434.75	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
130.	DREAMWAY TRADING LLC	14725	Sears Holdings Corporation	1,139.54	1,139.54	The Claim does not relate to goods received "by the Debtors".
131.	DUARTE, RICARDO A	18202	Sears, Roebuck and Co.	3,520.00	3,520.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
132.	Dukes, Roxie	10101	Sears Holdings Corporation	-	-	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
133.	Duquesne Light Company	15235	Sears, Roebuck and Co.	6,412.35	6,412.35	The Claim does not relate to the receipt of "goods".
134.	Duquesne Light Company	15489	Kmart Corporation	4,373.22	4,373.22	The Claim does not relate to the receipt of "goods".
135.	Duquesne Light Company	15602	Sears, Roebuck and Co.	6,240.54	6,240.54	The Claim does not relate to the receipt of "goods".
136.	Duquesne Light Company	15672	Kmart Corporation	302.96	302.96	The Claim does not relate to the receipt of "goods".
137.	Duquesne Light Company	15697	Kmart Corporation	4,631.11	4,631.11	The Claim does not relate to the receipt of "goods".
138.	Duquesne Light Company	15721	Sears, Roebuck and Co.	3,356.72	3,356.72	The Claim does not relate to the receipt of "goods".
139.	Duquesne Light Company	15871	Kmart Corporation	447.60	447.60	The Claim does not relate to the receipt of "goods".
140.	Duquesne Light Company	16066	Kmart Corporation	2,562.06	2,562.06	The Claim does not relate to the receipt of "goods".
141.	Duquesne Light Company	16074	Kmart Corporation	4,538.59	4,538.59	The Claim does not relate to the receipt of "goods".
142.	Duquesne Light Company	15681	Kmart Corporation	5,566.32	5,566.32	The Claim does not relate to the receipt of "goods".
143.	EASTHER LIMITED	12455	Sears Holdings Corporation	58,116.73	58,116.73	The Claim does not relate to goods received "by the Debtors".
144.	ECCOTEMP SYSTEMS LLC	9250	Sears Holdings Corporation	408.00	408.00	The Claim does not relate to goods received "by the Debtors".
145.	edealszone	1375	Sears Holdings Corporation	123,420.18	123,420.18	The Claim does not relate to goods received "by the Debtors".
146.	EDEALZONE INC	12459	Sears Holdings Corporation	123,420.18	123,420.18	The Claim does not relate to goods received "by the Debtors".
147.	ElectronicsPlus LLC	2397	Sears Holdings Corporation	18,921.56	18,921.56	The Claim does not relate to goods received "by the Debtors".
148.	eLGeo Corp.	4009	Sears Holdings Corporation	4,835.43	4,835.43	The Claim does not relate to goods received "by the Debtors".
149.	El-Habre, Suzanne	5063	Sears Holdings Corporation	6,667.00	6,667.00	The Claim does not relate to the receipt of "goods".
150.	EMEG Inc.	6283	Sears Holdings Corporation	200.46	200.46	The Claim does not relate to goods received "by the Debtors".
151.	Environmental Management Svces, Inc	12923	Sears, Roebuck and Co.	2,564.64	2,564.64	The Claim does not relate to the receipt of "goods".
152.	ESPOSITO, ANGELA	5334	Sears Holdings Corporation	444.70	444.70	The Claim does not relate to goods received "by the Debtors".
153.	etailz Inc.	12649	Sears Holdings Corporation	9,934.26	9,934.26	The Claim does not relate to goods received "by the Debtors".
154.	EUBANKS, JANIE	15577	Sears Home Improvement Products, Inc.	4,404.41	4,404.41	The Claim does not relate to the receipt of "goods".

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**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
155.	Exacme	12227	Sears Holdings Corporation	42,132.89	42,132.89	The Claim does not relate to goods received "by the Debtors".
156.	Express Services, Inc.	7163	Sears Holdings Corporation	2,046.39	2,046.39	The Claim does not relate to the receipt of "goods".
157.	FAASUA, SULUOO	19142	Sears Home Improvement Products, Inc.	26,069.64	26,069.64	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
158.	FACT AUTOMATED ENTRANCES, INC	7966	Sears Holdings Corporation	1,999.86	1,999.86	The Claim does not relate to the receipt of "goods".
159.	FANDAZZIE LIMITED	12478	Sears Holdings Corporation	19,634.93	19,634.93	The Claim does not relate to goods received "by the Debtors".
160.	FAUX, BRENDA	14994	Sears Holdings Corporation	20,000.00	20,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
161.	FERGUSON, JASMINE K	11203	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
162.	FINEFOLK LIMITED	12441	Sears Holdings Corporation	6,892.32	6,892.32	The Claim does not relate to goods received "by the Debtors".
163.	FIRE & ICE HEATING AND COOLING	1008	Sears Holdings Corporation	1,236.53	1,236.53	The Claim does not relate to the receipt of "goods".
164.	Focus Camera LLC	6125	Sears Holdings Corporation	14,839.78	14,839.78	The Claim does not relate to goods received "by the Debtors".
165.	FORD, CHARLOTTE	14975	Sears Holdings Corporation	1,414.24	1,414.24	The Claim does not relate to the receipt of "goods".
166.	Ford, Valeria	10067	Sears Holdings Corporation	100.00	100.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
167.	FREDERICK NEWS POST	10040	Sears Holdings Corporation	6,878.60	6,878.60	The Claim does not relate to the receipt of "goods".
168.	FREEMAN, DELILAH S	16480	Sears Holdings Corporation	14,307.07	14,307.07	The Claim does not relate to the receipt of "goods".
169.	GABYS BAGS LLC	11576	Sears, Roebuck and Co.	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
170.	GABYS BAGS LLC	15252	Sears Holdings Corporation	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
171.	Gabys Bags LLC	16631	Sears Holdings Corporation	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
172.	GAINES, KANDI	11447	Sears Holdings Corporation	10,000.00	10,000.00	The Claim does not relate to the receipt of "goods".
173.	GAMBLE, FAITH	18820	Sears Holdings Corporation	2,000.00	2,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
174.	GARCIA FAMILY ENTERPRISES LLC	19540	StarWest, LLC	35,452.00	35,452.00	The Claim does not relate to the receipt of "goods".
175.	GARCIA, LUZANN M	9597	Sears Holdings Corporation	70,879.80	70,879.80	The Claim does not relate to the receipt of "goods".
176.	Garcia, Rebecca Belen	19152	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
177.	Georgia Watersports, LLC	5472	Sears Holdings Corporation	998.73	998.73	The Claim does not relate to goods received "by the Debtors".
178.	GINCOTT, DEBORAH	19141	Kmart of Michigan, Inc.	806.00	806.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
179.	Give 5 To Cancer, Inc.	3464	Sears Holdings Corporation	985.21	985.21	The Claim does not relate to goods received "by the Debtors".
180.	Glover, Warren	9005	KBL Holding Inc.	20,648.58	20,648.58	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
181.	Gold Wing Trading Inc	3462	Sears Holdings Management Corporation	3,881.69	3,881.69	The Claim does not relate to goods received "by the Debtors".
182.	Gold Wing Trading Inc	11134	Sears Holdings Corporation	3,881.69	3,881.69	The Claim does not relate to goods received "by the Debtors".
183.	GOODLETT, AUDRENE	11181	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
184.	Green Mountain Imports LLC	4310	Sears Holdings Corporation	1,230.39	1,230.39	The Claim does not relate to goods received "by the Debtors".
185.	Green Scene, Inc.	8529	Sears Holdings Management Corporation	999.14	999.14	The Claim does not relate to the receipt of "goods".
186.	Griffin & Associates	9267	Sears Holdings Corporation	525.12	525.12	The Claim does not relate to the receipt of "goods".
187.	HALEY, JOHN J	12647	Sears Holdings Corporation	217.73	217.73	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
188.	HARRIS, GARY	19475	Sears Home Improvement Products, Inc.	7,119.23	7,119.23	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
189.	HARRISON, LILLE	18868	Sears Holdings Corporation	2,195.00	2,195.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
190.	HAYGOOD, PEGGY	12764	Sears Holdings Corporation	6,000.00	6,000.00	The Claim does not relate to the receipt of "goods".
191.	HILL, BARBARA L	17061	Sears Holdings Corporation	439.44	439.44	The Claim does not relate to the receipt of "goods".
192.	Hill, Beverly	16131	Kmart Corporation	150,000.00	150,000.00	The Claim does not relate to the receipt of "goods".
193.	HILL, DEBORAH	19004	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
194.	HILL, DEBORAH	19011	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
195.	Hill, Rosa L.	15949	Sears Holdings Corporation	2,422.00	2,422.00	The Claim does not relate to the receipt of "goods".
196.	Hipshire, Eliane	14915	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
197.	HOH Water Technology, Inc.	853	Sears Holdings Management Corporation	3,191.92	3,191.92	The Claim does not relate to the receipt of "goods".
198.	HUTCHINGS, MICHAEL	12304	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
199.	HUTCHINS, TRUESELLA	11349	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
200.	IMG Imports Inc.	7661	Sears Holdings Corporation	1,073.00	1,073.00	The Claim does not relate to goods received "by the Debtors".
201.	IncrediBody	15221	Sears Holdings Corporation	322.99	322.99	The Claim does not relate to goods received "by the Debtors".
202.	IncrediBody	17659	Sears Holdings Corporation	322.99	322.99	The Claim does not relate to goods received "by the Debtors".
203.	Independent Newsmedia Inc. USA	11255	Sears Holdings Corporation	377.95	377.95	The Claim does not relate to the receipt of "goods".
204.	Inventory Adjusters	1758	Sears Holdings Corporation	5,130.56	5,130.56	The Claim does not relate to goods received "by the Debtors".
205.	Inventory Adjusters	1879	Sears Holdings Corporation	5,130.56	5,130.56	The Claim does not relate to goods received "by the Debtors".
206.	INVENTORY ADJUSTERS	8499	Sears Holdings Corporation	9,932.05	9,932.05	The Claim does not relate to goods received "by the Debtors".
207.	iParis LLC	2673	Sears Holdings Corporation	6,156.07	6,156.07	The Claim does not relate to goods received "by the Debtors".
208.	Irvin Public Relations	4858	Sears Home & Business Franchises, Inc.	700.00	700.00	The Claim does not relate to the receipt of "goods".
209.	Isabella's Fate	5531	Sears Holdings Corporation	4,680.63	4,680.63	The Claim does not relate to goods received "by the Debtors".
210.	iSave Online Stores LLC	8520	Sears Holdings Corporation	45,919.01	45,919.01	The Claim does not relate to goods received "by the Debtors".
211.	iTouchless Housewares & Products, Inc.	3827	Sears Holdings Corporation	10,850.50	10,850.50	The Claim does not relate to goods received "by the Debtors".
212.	IVGSTORES, LLC dba ShopLadder.com	10592	Sears Holdings Corporation	45,113.01	45,113.01	The Claim does not relate to goods received "by the Debtors".
213.	J & S Electric and Sign, Inc	4437	Sears Holdings Corporation	787.00	787.00	The Claim does not relate to the receipt of "goods".
214.	J & S Electric and Sign, Inc.	4187	Sears Holdings Corporation	4,000.00	4,000.00	The Claim does not relate to the receipt of "goods".
215.	J & S Electric and Sign, Inc.	4394	Sears Holdings Corporation	540.00	540.00	The Claim does not relate to the receipt of "goods".
216.	J&L Installs, LLC	4410	California Builder Appliances, Inc.	24,520.00	24,520.00	The Claim does not relate to the receipt of "goods".
217.	JACKSON, WENDY	10739	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
218.	JASSO, DEBRA	13144	Kmart Corporation	1,560.00	1,560.00	The Claim does not relate to the receipt of "goods".
219.	JENKINS, ROSELLA M	19579	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
220.	Jerome-Berry, Sherry	18647	Sears Protection Company	2,150.00	2,150.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
221.	JewelryWeb.com, Inc.	6587	Sears Holdings Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
222.	JewelryWeb.com, Inc.	6588	Kmart Holding Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
223.	JewelryWeb.com, Inc.	6665	Kmart.com LLC	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
224.	JewelryWeb.com, Inc.	6710	Kmart Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
225.	JewelryWeb.com, Inc.	8587	Sears, Roebuck and Co.	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
226.	Jigba, Christiana Bassey	6810	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
227.	JMG SECURITY SYSTEM, INC.	18817	Sears Holdings Corporation	1,735.74	1,735.74	The Claim does not relate to the receipt of "goods".
228.	JOE HILLMAN PLUMBERS, INC.	5491	Sears Holdings Corporation	2,136.33	2,136.33	The Claim does not relate to the receipt of "goods".
229.	JOHNSON, GERALDINE	10190	Sears Holdings Corporation	1,435.50	1,435.50	The Claim does not relate to the receipt of "goods".
230.	JOHNSON, MARK	7101	Sears Holdings Corporation	750.00	750.00	The Claim does not relate to the receipt of "goods".
231.	JOHNSON, TUFUARZA	11810	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
232.	Jones, Kenya	11040	Sears Holdings Corporation	450.00	450.00	The Claim does not relate to the receipt of "goods".
233.	Jordan, Mike Annmar G	10527	Sears Holdings Corporation	499.18	499.18	The Claim does not relate to the receipt of "goods".
234.	Joseph, Thasku and Carmen	19761	Sears Holdings Corporation	30,000,000.00	30,000,000.00	The Claim does not relate to the receipt of "goods".
235.	JOSIAH, COOKIE K.	8199	Sears Holdings Corporation	31.05	31.05	The Claim does not relate to the receipt of "goods".
236.	JOSIAH, COOKIE K.	11152	Sears Holdings Corporation	31.05	31.05	The Claim does not relate to the receipt of "goods".
237.	JOYNES, GEORGE (MRS) C	14346	Sears Protection Company	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
238.	Judy, Dave	10197	Sears, Roebuck and Co.	800.00	800.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
239.	KBS Jewellery Inc	16244	Sears Holdings Corporation	817.78	817.78	The Claim does not relate to goods received "by the Debtors".
240.	KDC Kitchen & Bath Gallery	5846	Sears Holdings Corporation	440.47	440.47	The Claim does not relate to the receipt of "goods".
241.	KELLER, ARNOLD	18964	Sears Holdings Corporation	995.00	995.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
242.	Keller, Kristie	8960	Sears Holdings Corporation	13,657.99	13,657.99	The Claim does not relate to goods received "by the Debtors".

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Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
243.	KELLEY, GERTRUDE	15530	Sears Home Improvement Products, Inc.	10,964.60	10,964.60	The Claim does not relate to the receipt of "goods".
244.	KELLY, GLORIA	10608	Sears Holdings Corporation	10,943.54	10,943.54	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
245.	KEYLESS SHOP INC	12007	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
246.	King Service Holding Inc.	7901	Sears Holdings Corporation	1,049.58	1,049.58	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
247.	King, William	12761	Sears Holdings Corporation	5,951.90	5,951.90	The Claim does not relate to the receipt of "goods".
248.	KISSGAL LIMITED	5391	Sears Holdings Corporation	11,348.74	11,348.74	The Claim does not relate to goods received "by the Debtors".
249.	KISSGAL LIMITED	12458	Sears Holdings Corporation	11,348.74	11,348.74	The Claim does not relate to goods received "by the Debtors".
250.	KONOPKA, KERRY	12915	ServiceLive, Inc.	2,850.00	2,850.00	The Claim does not relate to the receipt of "goods".
251.	Kopke, Barry D	788	Sears Home Improvement Products, Inc.	1,532.00	1,532.00	The Claim does not relate to the receipt of "goods".
252.	Kulzer Limited	12300	Sears Holdings Corporation	47,512.95	47,512.95	The Claim does not relate to goods received "by the Debtors".
253.	Kushner, June	12163	Kmart Corporation	21,500.00	21,500.00	The Claim does not relate to the receipt of "goods".
254.	Lacy, Kathy J.	11794	Sears Home Improvement Products, Inc.	475.00	475.00	The Claim does not relate to the receipt of "goods".
255.	Lalani, Wafi	8999	Sears Holdings Corporation	4,103.61	4,103.61	The Claim does not relate to goods received "by the Debtors".
256.	LANGUAGE SERVICES ASSOCIATES	5403	StarWest, LLC	828.30	828.30	The Claim does not relate to the receipt of "goods".
257.	Language Services Associates, Inc.	4882	StarWest, LLC	626.30	626.30	The Claim does not relate to the receipt of "goods".
258.	Language Services Associates, Inc.	9941	StarWest, LLC	626.30	626.30	The Claim does not relate to the receipt of "goods".
259.	LARA, MELINDA	13672	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
260.	LARACUENTE, EDITH	17681	Sears Holdings Corporation	25,306.10	25,306.10	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
261.	LECKY, CAMERON H	17827	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
262.	LEEFONG, LINDA	17075	Sears Holdings Corporation	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
263.	LEGACY DECOR	8660	Sears Holdings Corporation	1,788.69	1,788.69	The Claim does not relate to goods received "by the Debtors".
264.	LI, JENNY	19001	Sears Holdings Corporation	383.84	383.84	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
265.	Li, Ying	2555	Sears Holdings Management Corporation	10,540.38	10,540.38	The Claim does not relate to goods received "by the Debtors".
266.	Limited Goods, LLC	1594	Sears Holdings Corporation	14,109.79	14,109.79	The Claim does not relate to goods received "by the Debtors".
267.	Listen Up, Inc.	7138	Sears Holdings Corporation	119.95	119.95	The Claim does not relate to goods received "by the Debtors".
268.	Loftin, Linda	11904	Sears Holdings Corporation	20,000.00	20,000.00	The Claim does not relate to the receipt of "goods".
269.	LOFTON, DERRIN	9925	Sears Holdings Corporation	233.00	233.00	The Claim does not relate to the receipt of "goods".
270.	LOZADA, EDWIN	10855	Sears Holdings Corporation	1,072.00	1,072.00	The Claim does not relate to the receipt of "goods".
271.	LUCKETT, LIMITEE	12533	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
272.	MAHMUTOVIC, JASMIN	10014	Sears Holdings Corporation	1.63	1.63	The Claim does not relate to the receipt of "goods".
273.	MANNs, TAHIRA	17328	Sears Home Improvement Products, Inc.	19,498.00	19,498.00	The Claim does not relate to the receipt of "goods".
274.	Martinez, Sarah	10269	Sears Holdings Corporation	600.00	600.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
275.	MASOTTI, MAXI	11217	Sears Holdings Corporation	5,000.00	5,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
276.	Matsumoto, Horace	7857	Sears Holdings Corporation	98.22	98.22	The Claim does not relate to the receipt of "goods".
277.	Matthew, David and Thomas Inc. (d.b.a. M and M Landscaping)	773	Sears Holdings Corporation	8,529.00	8,529.00	The Claim does not relate to the receipt of "goods".
278.	MECHANICS TOOLS WAREHOUSE	13029	Sears Holdings Corporation	30,155.28	30,155.28	The Claim does not relate to goods received "by the Debtors".
279.	MECHANICS TOOLS WAREHOUSE	13033	Sears Holdings Corporation	51,993.92	51,993.92	The Claim does not relate to goods received "by the Debtors".
280.	MECHANICS TOOLS WAREHOUSE	13097	Sears Holdings Corporation	30,155.28	30,155.28	The Claim does not relate to goods received "by the Debtors".
281.	Midway Auto Supply, Inc.	6241	Sears Holdings Corporation	181.03	181.03	The Claim does not relate to goods received "by the Debtors".
282.	MyLovebugRocky, LLP	2407	Sears Holdings Corporation	382.06	382.06	The Claim does not relate to goods received "by the Debtors".
283.	MyLovebugRocky, LLP	10176	Sears Holdings Corporation	382.06	382.06	The Claim does not relate to goods received "by the Debtors".
284.	Nextphase, Inc.	3800	Sears Holdings Corporation	2,688.37	2,688.37	The Claim does not relate to goods received "by the Debtors".
285.	Nilima Online Services Inc.	6589	Sears Holdings Corporation	10,768.00	10,768.00	The Claim does not relate to goods received "by the Debtors".
286.	NSF SERVICES dba GOLINENS	1560	Sears Holdings Corporation	18,173.02	18,173.02	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
287.	OMNIHIL INC	11502	Sears Holdings Corporation	1,500.00	1,500.00	The Claim does not relate to goods received "by the Debtors".
288.	On Time Integration Inc.	8526	Sears Holdings Corporation	236,770.34	236,770.34	The Claim does not relate to goods received "by the Debtors".
289.	OTC Wholesale	7992	Sears, Roebuck and Co.	115.90	115.90	The Claim does not relate to goods received "by the Debtors".
290.	Outfitter Country	5927	Sears Holdings Corporation	108.08	108.08	The Claim does not relate to goods received "by the Debtors".
291.	PerfumesAmerica.com	912	Sears Holdings Corporation	2,866.80	2,866.80	The Claim does not relate to goods received "by the Debtors".
292.	Pineae Greenhouses Inc.	2586	A&E Lawn & Garden, LLC	7,694.73	7,694.73	The Claim does not relate to goods received "by the Debtors".
293.	Plum Group, LLC	1824	Sears Holdings Corporation	2,102.33	2,102.33	The Claim does not relate to goods received "by the Debtors".
294.	POWER MOWER CORP DBA POWER MOWER SALES	12995	Sears Holdings Corporation	6,071.88	6,071.88	The Claim does not relate to goods received "by the Debtors".
295.	PW Acquisitions, LLC	18876	Sears Holdings Corporation	4,902.82	4,902.82	The Claim does not relate to goods received "by the Debtors".
296.	PW Acquisitions, LLC	8501	Sears Holdings Corporation	4,902.82	4,902.82	The Claim does not relate to goods received "by the Debtors".
297.	R&M Group LLC	1424	Sears Holdings Corporation	10,775.28	10,775.28	The Claim does not relate to goods received "by the Debtors".
298.	Radner, Melissa J	14202	Sears Holdings Corporation	7,501.82	7,501.82	The Claim does not relate to goods received "by the Debtors".
299.	REGAL FITS LIMITED	12438	Sears Holdings Corporation	6,507.49	6,507.49	The Claim does not relate to goods received "by the Debtors".
300.	RENFRO CORPORATION	13791	Kmart Corporation	114,129.94	114,129.94	The Claim does not relate to goods received "by the Debtors".
301.	RENFRO CORPORATION	14106	Sears, Roebuck and Co.	20,094.20	20,094.20	The Claim does not relate to goods received "by the Debtors".
302.	Resurs2 Corporation	8533	Sears Holdings Corporation	10,958.00	10,958.00	The Claim does not relate to goods received "by the Debtors".
303.	Reynolds Building Systems	6275	Sears Holdings Corporation	5,601.00	5,601.00	The Claim does not relate to goods received "by the Debtors".
304.	Rosewill Inc	13468	Sears Holdings Corporation	1,474.77	1,474.77	The Claim does not relate to goods received "by the Debtors".
305.	seaofdiamonds.com	15554	Sears Holdings Corporation	9,825.93	9,825.93	The Claim does not relate to goods received "by the Debtors".
306.	Shop Eddies / Bill Baiden	1417	Sears Holdings Corporation	3,719.45	3,719.45	The Claim does not relate to goods received "by the Debtors".
307.	Shopchimney.com inc	11540	Sears Holdings Corporation	26,743.03	26,743.03	The Claim does not relate to goods received "by the Debtors".
308.	Silver City Jewelry Inc.	12728	Sears Holdings Corporation	5,345.13	5,345.13	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
309.	Silver Star Brands	2031	Sears Holdings Corporation	4,138.65	4,138.65	The Claim does not relate to goods received "by the Debtors".
310.	Silver Star Brands	6635	Sears Holdings Corporation	6,213.73	6,213.73	The Claim does not relate to goods received "by the Debtors".
311.	Simadre Techc LLC	5350	Sears Holdings Corporation	1,694.89	1,694.89	The Claim does not relate to goods received "by the Debtors".
312.	Simadre Techs LLC	12259	Sears Holdings Corporation	2,775.11	2,775.11	The Claim does not relate to goods received "by the Debtors".
313.	Sister Moon Boutique	5236	Sears Holdings Corporation	84.39	84.39	The Claim does not relate to goods received "by the Debtors".
314.	Sky Billiards, Inc. dba Best Choice Products	7592	Sears Holdings Corporation	136,538.98	136,538.98	The Claim does not relate to goods received "by the Debtors".
315.	Smart Surplus, Inc	8522	Sears Holdings Corporation	4,507.48	4,507.48	The Claim does not relate to goods received "by the Debtors".
316.	SMARTECOM LLC	8480	Sears, Roebuck and Co.	2,328.71	2,328.71	The Claim does not relate to goods received "by the Debtors".
317.	Spanish Bay Ventures, LLC dba Ron's Home and Hardware	12610	Sears Holdings Corporation	4,888.75	4,888.75	The Claim does not relate to goods received "by the Debtors".
318.	SS Roshan Enterprises Inc	10843	Sears Holdings Corporation	636.99	636.99	The Claim does not relate to goods received "by the Debtors".
319.	Stolaas Company	11880	Sears Holdings Corporation	154,248.42	154,248.42	The Claim does not relate to goods received "by the Debtors".
320.	Stolaas Company DBSA Tic-Tok	4280	Sears Holdings Corporation	154,248.42	154,248.42	The Claim does not relate to goods received "by the Debtors".
321.	Stolaas Company Inc, DBA Tic-Tok	1389	Sears Holdings Corporation	184,336.87	184,336.87	The Claim does not relate to goods received "by the Debtors".
322.	Stylebug Corporation	3499	Sears Holdings Corporation	1,192.00	1,192.00	The Claim does not relate to goods received "by the Debtors".
323.	Szul USA LLC	1785	Sears Holdings Corporation	4,260.85	4,260.85	The Claim does not relate to goods received "by the Debtors".
324.	Szul USA LLC	8702	Sears Holdings Corporation	5,851.89	5,851.89	The Claim does not relate to goods received "by the Debtors".
325.	Tabula Rasa Enterprises LLC	5397	Sears Holdings Corporation	2,706.00	2,706.00	The Claim does not relate to goods received "by the Debtors".
326.	Travel Accessories Inc	7691	Sears Holdings Corporation	22,596.36	22,596.36	The Claim does not relate to goods received "by the Debtors".
327.	Tri-State Camera Exchange, Inc.	7929	Sears Holdings Corporation	265,627.87	265,627.87	The Claim does not relate to goods received "by the Debtors".
328.	Unilight Industrial Inc.	12299	Sears Holdings Corporation	255.91	255.91	The Claim does not relate to goods received "by the Debtors".
329.	US Trade Ent.	9556	Sears Holdings Corporation	15,985.09	15,985.09	The Claim does not relate to goods received "by the Debtors".
330.	UStade Ent.	10106	Sears Holdings Corporation	15,985.09	15,985.09	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
331.	Varouj Appliances	15199	Sears Holdings Corporation	30,997.85	30,997.85	The Claim does not relate to goods received "by the Debtors".
332.	Vir Ventures Inc	8539	Sears Holdings Corporation	198,137.54	198,137.54	The Claim does not relate to goods received "by the Debtors".
333.	VM Innovations, Inc.	10914	Sears, Roebuck and Co.	68,625.20	68,625.20	The Claim does not relate to goods received "by the Debtors".
334.	WAHAB, OLAYINKA	3625	Sears Holdings Corporation	652.92	652.92	The Claim does not relate to goods received "by the Debtors".
335.	WARDROBE LIMITED	12195	Sears Holdings Corporation	6,930.51	6,930.51	The Claim does not relate to goods received "by the Debtors".
336.	WOODBURY OUTFITTERS, LLC	12403	Sears, Roebuck and Co.	3,599.44	3,599.44	The Claim does not relate to goods received "by the Debtors".
337.	Yaheetech	15994	Sears Holdings Corporation	11,532.65	11,532.65	The Claim does not relate to goods received "by the Debtors".
338.	YESCOM USA INC	12554	Sears Holdings Corporation	48,441.84	48,441.84	The Claim does not relate to goods received "by the Debtors".
339.	ZENAS SHOES INC	13143	Sears Holdings Corporation	2,950.02	2,950.02	The Claim does not relate to goods received "by the Debtors".
340.	ZUCKERFAN LIMITED	12444	Sears Holdings Corporation	73,509.91	73,509.91	The Claim does not relate to goods received "by the Debtors".
341.	ZUCKERFAN LIMITED	12485	Sears Holdings Corporation	73,509.91	73,509.91	The Claim does not relate to goods received "by the Debtors".
342.	Zuma Water Filters Inc (DBA: House Of Filters)	8532	Sears Holdings Corporation	35,685.75	35,685.75	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit B

Claims Hearing Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
----- X		

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

Claims Hearing Procedures

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.
2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is properly filed and served.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.
8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: September 25, 2019 at 10:00 a.m. (Eastern Time)
Response Deadline: August 27, 2019 at 4:00 p.m. (Eastern Time)

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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
Debtors. ¹	: (Jointly Administered)
-----X	

**DEBTORS' SECOND OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

THIS OMNIBUS OBJECTION SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM AS GENERAL UNSECURED CLAIMS. CLAIMANTS RECEIVING THIS OMNIBUS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE EXHIBIT ATTACHED TO THIS OMNIBUS OBJECTION.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 310-8125.

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’*

Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief (ECF No. 2507), pursuant to which the Debtors sold substantially all their assets to Transform Holdco LLC.

5. On June 28, 2019, the Bankruptcy Court approved the Debtors' disclosure statement (ECF No. 4392) for the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* (ECF No. 4389).

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York*, sworn on October 15, 2018 (the "**Riecker Declaration**") (ECF No. 3).²

Jurisdiction

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order, substantially in the form annexed to the Objection as **Exhibit B** (the "**Proposed Order**"), reclassifying the asserted administrative expense, priority, or secured amounts of the Claims, as listed on **Exhibit A** annexed to the Objection (the "**Reclassified Claims**"), as General Unsecured Claims (as defined in the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* (ECF No. 4041).

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Riecker Declaration.

9. The Debtors also preserve their rights to later object to any Reclassified Claim as to which the Bankruptcy Court does not grant the relief requested herein on any other basis. This Objection does not constitute an admission or acknowledgement by the Debtors that any of the Reclassified Claims should be allowed.

10. To the extent the grounds for objecting herein are beyond the scope of those set forth in Bankruptcy Rule 3007(d), the Debtors seek permission to file this Objection to ease the administrative and financial burdens attendant to filing separate objections to each of the Claims herein on the same grounds.

The Reclassified Claims Should Be Reclassified as General Unsecured Claims

11. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000). Moreover, section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed if “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

12. In addition, a Claimant asserting an administrative expense claim priority bears the burden of establishing their entitlement to such priority. *See, e.g., In re Bethlehem Steel Corp.*, 479 F.3d 167, 172 (2d Cir. 2007) (“The burden of proving entitlement to priority payment as an administrative expense . . . rests with the party requesting it.”); *In re Drexel Burnham Lambert Grp. Inc.*, 134 B.R. 482,

489 (Bankr. S.D.N.Y. 1991) (“The burden of establishing entitlement to priority rests with the claimant and should only be granted under extraordinary circumstances, to wit, when the parties seeking priority have sustained their burden of demonstrating that their services are actual and necessary to preserve the estate.”) (quotation omitted).

13. Section 503(b)(9) of the Bankruptcy Code provides that:

(b) After notice and a hearing, there shall be allowed, administrative expenses, other than claims allowed under section 502(f) of this title, including –

(9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under [title 11] in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.

11 U.S.C. § 503(b)(9). Section 503(b)(9) applies only to claims relating to “goods” received by a debtor and requires such goods to have been received by the debtor in the ordinary course of business within twenty days prior to the commencement of the bankruptcy filing. *See id.*; *see also In re Great Atl. & Pac. Tea Co., Inc.*, Case No. 10-24549 (RDD) (Bankr. S.D.N.Y. Oct. 25, 2012) (ECF No. 4589), *aff’d In re Great Atl. & Pac. Tea Co., Inc.*, 538 B.R. 666, 674 (S.D.N.Y. 2015) (describing the applicable definition of goods, which generally does not include services or other non-tangible and non-moveable items); *In re GIC Gov’t Sec.*, 64 B.R. 161 (Bankr. M.D. Fla. 1986) (same).

14. As set forth more specifically on **Exhibit A**, the Claimants asserting the Reclassified Claims assert that such Claims are entitled to administrative expense priority status pursuant to section 503(b)(9) of the Bankruptcy Code.

15. The Debtors have reviewed the Claims set forth on **Exhibit A** and determined, for the reasons set forth under the heading “*Reason for Proposed Reclassification*” on **Exhibit A** to this Objection, that each of the Reclassified Claims improperly asserts that such Claim is entitled to administrative expense priority pursuant to section 503(b)(9) of the Bankruptcy Code.

16. As each of the Reclassified Claims does not satisfy the requirements for administrative expense priority under section 503(b)(9), the Debtors seek entry of the Proposed Order reclassifying the Reclassified Claims to General Unsecured Claims (to the extent reflected on **Exhibit A**).

Reservation of Rights

17. The Debtors hereby reserve the right to object in the future to any of the Proofs of Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a Claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

18. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

19. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

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WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: August 6, 2019
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

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*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Schedule of Claims to be Reclassified as General Unsecured Claims

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
1.	10 MANAGEMENT INCORPORATED, INC	4521	Sears Holdings Corporation	\$38,985.00	\$38,985.00	The Claim does not relate to the receipt of "goods".
2.	123Stores, Inc.	15977	Sears Holdings Corporation	40,697.79	40,697.79	The Claim does not relate to goods received "by the Debtors".
3.	4T DOOR SYSTEMS, INC.	9085	Sears Holdings Corporation	1,288.75	1,288.75	The Claim does not relate to the receipt of "goods".
4.	4T Door Systems, Inc.	373	Sears Holdings Corporation	1,288.75	1,288.75	The Claim does not relate to the receipt of "goods".
5.	888 Cool Fans	7833	Sears Holdings Corporation	278.35	278.35	The Claim does not relate to goods received "by the Debtors".
6.	Ace Vacuums Online LLC	8525	Sears Holdings Corporation	12,673.25	12,673.25	The Claim does not relate to goods received "by the Debtors".
7.	Adams, Aerin-Leigh	15936	Sears Home Improvement Products, Inc.	5,411.00	5,411.00	The Claim does not relate to the receipt of "goods".
8.	Adams, Aerin-Leigh	17740	Sears Home Improvement Products, Inc.	5,411.00	5,411.00	The Claim does not relate to the receipt of "goods".
9.	adMarketplace	2660	Sears Holdings Corporation	20,808.00	20,808.00	The Claim does not relate to the receipt of "goods".
10.	adMarketplace, inc.	10674	Sears Holdings Corporation	18,214.90	18,214.90	The Claim does not relate to the receipt of "goods".
11.	AGGRO PACIFIC HAWAII LLC	7248	Sears Holdings Corporation	9,947.00	9,947.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
12.	AKDY IMPORTS LLC	7848	Sears Holdings Corporation	30,315.99	30,315.99	The Claim does not relate to goods received "by the Debtors".
13.	ALIZAI ENTERPRISE INC	4758	Sears Holdings Corporation	10,970.88	10,970.88	The Claim does not relate to goods received "by the Debtors".
14.	All American Door	15188	Sears Holdings Management Corporation	3,787.40	3,787.40	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
15.	ALL AMERICAN TREE & LAWN	11970	Sears Holdings Corporation	11,495.00	11,495.00	The Claim does not relate to the receipt of "goods".
16.	All American Tree & Lawn	363	Sears Holdings Corporation	24,390.00	24,390.00	The Claim does not relate to the receipt of "goods".
17.	Allatin, Tara A	14495	Sears, Roebuck and Co.	6,145.85	6,145.85	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
18.	ALS GROUP INC	10844	Sears Holdings Corporation	1,286.95	1,286.95	The Claim does not relate to goods received "by the Debtors".
19.	ALS GROUP INC	12417	Sears Holdings Corporation	1,764.18	1,764.18	The Claim does not relate to goods received "by the Debtors".
20.	Alvarez, Cesar L.	14248	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
21.	AMAZONLOT LLC	12451	Sears Holdings Corporation	107,779.27	107,779.27	The Claim does not relate to goods received "by the Debtors".
22.	Amazonlot	836	Sears Holdings Corporation	107,779.27	107,779.27	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
23.	AMI Ventures Inc	8513	Sears Holdings Corporation	92,635.11	92,635.11	The Claim does not relate to goods received "by the Debtors".
24.	AMI Ventures Inc	8514	Sears Holdings Corporation	108,015.38	108,015.38	The Claim does not relate to goods received "by the Debtors".
25.	AMI Ventures Inc	8540	Sears Holdings Corporation	161,118.57	161,118.57	The Claim does not relate to goods received "by the Debtors".
26.	AMI Ventures Inc	8556	Sears Holdings Corporation	83,798.10	83,798.10	The Claim does not relate to goods received "by the Debtors".
27.	AMI Ventures Inc	8644	Sears Holdings Corporation	159,391.29	159,391.29	The Claim does not relate to goods received "by the Debtors".
28.	Ammana	11521	Sears Holdings Corporation	3,908.72	3,908.72	The Claim does not relate to goods received "by the Debtors".
29.	Angione, Emilia I	16698	Sears Holdings Corporation	6,551.55	6,551.55	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
30.	ANGOL, LESTER K	16893	Sears, Roebuck and Co.	1,403.99	1,403.99	The Claim does not relate to the receipt of "goods".
31.	AR & EM RETAIL GROUP CORP	9900	Sears Holdings Corporation	5,671.74	5,671.74	The Claim does not relate to goods received "by the Debtors".
32.	AR & EM Retail Group Corp	11465	Sears Holdings Corporation	5,671.74	5,671.74	The Claim does not relate to goods received "by the Debtors".
33.	ARORA, AMIT	18710	Sears Home Improvement Products, Inc.	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
34.	ARROW GLOBAL ASSET DISPOSITION, INC.	8679	Sears Holdings Corporation	28,260.18	28,260.18	The Claim does not relate to goods received "by the Debtors".
35.	AVANTI, LOUISA	14313	Sears Holdings Corporation	37,000.00	37,000.00	The Claim does not relate to the receipt of "goods".
36.	AVANTI, LOUISA	18374	Sears Holdings Corporation	37,000.00	37,000.00	The Claim does not relate to the receipt of "goods".
37.	BABYLON LIMITED	12486	Sears Holdings Corporation	5,379.96	5,379.96	The Claim does not relate to goods received "by the Debtors".
38.	BABYLON LIMITED	14397	Sears Holdings Corporation	5,379.96	5,379.96	The Claim does not relate to goods received "by the Debtors".
39.	BAR, ELI	14920	Sears Holdings Corporation	67,482.59	67,482.59	The Claim does not relate to goods received "by the Debtors".
40.	BARNES, ROSEMARY	18870	Kmart Holding Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
41.	Barron, Kenneth and Diane	9260	Sears Holdings Corporation	103.99	103.99	The Claim does not relate to the receipt of "goods".
42.	BATISTA, MILDRED	14115	Sears Holdings Corporation	3,819.99	3,819.99	The Claim does not relate to the receipt of "goods".
43.	Batten & Company	16025	Sears Holdings Management Corporation	10,762.50	10,762.50	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
44.	Battle, Jesse Richard	18921	Sears, Roebuck and Co.	3,059.16	3,059.16	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
45.	BAUZELLE, VIRGINIA	10809	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
46.	BBW BRANDS INC	10725	Sears Holdings Corporation	1,286.95	1,286.95	The Claim does not relate to goods received "by the Debtors".
47.	Beauty Express Salons, Inc.	16885	Sears, Roebuck and Co.	41,426.00	41,426.00	The Claim does not relate to the receipt of "goods".
48.	Bedz King LLC	7593	Sears Holdings Corporation	4,215.87	4,215.87	The Claim does not relate to goods received "by the Debtors".
49.	Bennett, Jennifer	16457	Sears Home Improvement Products, Inc.	8,694.80	8,694.80	The Claim does not relate to the receipt of "goods".
50.	Best Plumbing and Remodeling Inc	5497	Sears Holdings Corporation	2,373.76	2,373.76	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
51.	Beyove Limited	12235	Sears Holdings Corporation	51,870.19	51,870.19	The Claim does not relate to goods received "by the Debtors".
52.	BHFO, Inc.	7810	Sears Holdings Corporation	48,891.82	48,891.82	The Claim does not relate to goods received "by the Debtors".
53.	BHFO, Inc.	7812	Sears Holdings Corporation	294.13	294.13	The Claim does not relate to goods received "by the Debtors".
54.	Black Bow Brands, Inc.	8553	Sears Holdings Corporation	7,753.60	7,753.60	The Claim does not relate to goods received "by the Debtors".
55.	BLACK, BRIAN	17339	Sears Holdings Corporation	35,000.00	35,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
56.	Blair Technology Group	11297	Sears Holdings Corporation	16,268.89	16,268.89	The Claim does not relate to goods received "by the Debtors".
57.	BLASS, JAY	1296	Sears Home Improvement Products, Inc.	312.50	312.50	The Claim does not relate to the receipt of "goods".
58.	BLASS, JAY	1931	Sears Home Improvement Products, Inc.	135.50	135.50	The Claim does not relate to the receipt of "goods".
59.	BLEDSON, TAMICHA	13493	Sears Holdings Corporation	3,172.40	3,172.40	The Claim does not relate to the receipt of "goods".
60.	BLM Flooring Inc	717	Sears Home Improvement Products, Inc.	3,997.35	3,997.35	The Claim does not relate to the receipt of "goods".
61.	Blue Nile Mills	12193	Sears Holdings Corporation	15,945.67	15,945.67	The Claim does not relate to goods received "by the Debtors".
62.	BonJon LLC dba: Celebrity Tuxedos	3097	Sears Holdings Corporation	4,322.00	4,322.00	The Claim does not relate to the receipt of "goods".
63.	BOSH ENTERPRISES INC	18766	Sears Holdings Corporation	1,605.00	1,605.00	The Claim does not relate to the receipt of "goods".
64.	Bowers Tool LLC	7133	Sears Holdings Corporation	1,822.61	1,822.61	The Claim does not relate to goods received "by the Debtors".
65.	Bowers Tool LLC	12767	Sears Holdings Corporation	1,895.41	1,895.41	The Claim does not relate to goods received "by the Debtors".
66.	BPH LLC	14147	Sears Holdings Corporation	624.36	624.36	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
67.	BQBP ELECTRONICS INC	11707	Sears Holdings Corporation	4,620.21	4,620.21	The Claim does not relate to goods received "by the Debtors".
68.	BRAGA, STEPHEN	13432	Sears Home Improvement Products, Inc.	120.00	120.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
69.	BRAXTON, LORI	11616	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
70.	BROOKS, DONALD R	19432	Sears Holdings Corporation	6,200.00	6,200.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
71.	Brown, Ardree D.	17029	Sears Holdings Corporation	18,512.50	18,512.50	The Claim does not relate to the receipt of "goods".
72.	BROWN, BRYAN	11135	Sears Holdings Corporation	8,489.26	8,489.26	The Claim does not relate to the receipt of "goods".
73.	BUCKEYE BARGAIN BOX LLC	12719	Sears Holdings Corporation	5,615.26	5,615.26	The Claim does not relate to goods received "by the Debtors".
74.	Buckeye Sweeping, Inc.	1395	Sears Holdings Corporation	2,000.00	2,000.00	The Claim does not relate to the receipt of "goods".
75.	Buckeye Sweeping, Inc.	2375	Sears Holdings Corporation	2,000.00	2,000.00	The Claim does not relate to the receipt of "goods".
76.	Buckley, Shirley	9691	Sears Home Improvement Products, Inc.	5,643.96	5,643.96	The Claim does not relate to the receipt of "goods".
77.	BuilderDepot, Inc.	3957	Sears Holdings Corporation	26,345.11	26,345.11	The Claim does not relate to goods received "by the Debtors".
78.	Burris, Sharon	10851	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
79.	Bustamante, Eduardo	9449	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
80.	Cain, Vanessa	11545	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
81.	Cain, Vanessa	11063	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
82.	CALTAGIRONE, REGINA	18898	Sears Holdings Corporation	2,500.00	2,500.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
83.	CAMACHO, JOSE M	14364	Sears, Roebuck de Puerto Rico, Inc.	14,170.60	14,170.60	The Claim does not relate to the receipt of "goods".
84.	Campbell, Benjamin T.	7115	Sears Holdings Corporation	1,000.00	1,000.00	The Claim does not relate to the receipt of "goods".
85.	CASILLAS, LUIS I	16327	Sears, Roebuck and Co.	5,600.00	5,600.00	The Claim does not relate to the receipt of "goods".
86.	Chahoud, Diala	5698	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
87.	CHAMPION, JANICE	12993	Sears Holdings Corporation	3,500.00	3,500.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
88.	Channel Marketing LLC D/B/A PowerSellerUSA	8888	Sears Holdings Corporation	1,726.08	1,726.08	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
89.	Chanx.com, Inc.	108	Sears Holdings Corporation	5,497.64	5,497.64	The Claim does not relate to goods received "by the Debtors".
90.	Chic Home Design, LLC	4919	Sears Holdings Corporation	11,256.90	11,256.90	The Claim does not relate to goods received "by the Debtors".
91.	Chic Home Design, LLC.	4880	Sears Holdings Corporation	4,646.50	4,646.50	The Claim does not relate to goods received "by the Debtors".
92.	Chronostore	1617	Sears Holdings Corporation	2,442.53	2,442.53	The Claim does not relate to goods received "by the Debtors".
93.	Chronostore	8291	Sears Holdings Corporation	5,663.19	5,663.19	The Claim does not relate to goods received "by the Debtors".
94.	Chronostore	15993	Sears Holdings Corporation	5,663.19	5,663.19	The Claim does not relate to goods received "by the Debtors".
95.	CLEMENTE, ROSA C.	13205	Sears Holdings Corporation	1,000.00	1,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
96.	Clemons Business Group, LLC	11508	Sears Holdings Corporation	24,189.12	24,189.12	The Claim does not relate to goods received "by the Debtors".
97.	Clemons Business Group, LLC dba 2Shop	4286	Sears Holdings Corporation	24,189.12	24,189.12	The Claim does not relate to goods received "by the Debtors".
98.	Clickhere2shop, LLC	10510	Sears Holdings Corporation	9,843.17	9,843.17	The Claim does not relate to goods received "by the Debtors".
99.	Collective Trading Inc	11724	Sears Holdings Corporation	8,085.66	8,085.66	The Claim does not relate to goods received "by the Debtors".
100.	COLLINS, YVONNE	14999	Sears Holdings Corporation	7,720.00	7,720.00	The Claim does not relate to the receipt of "goods".
101.	CONDES, SALLY	18331	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
102.	COOPER, JO ANN	11244	Sears Holdings Corporation	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
103.	COSIMINI, RUTH	12237	Sears Holdings Corporation	8,277.30	8,277.30	The Claim does not relate to the receipt of "goods".
104.	CPO Commerce, Inc.	14157	Sears Holdings Corporation	121,535.78	121,535.78	The Claim does not relate to goods received "by the Debtors".
105.	CPO Commerce, LLC.	13925	Sears Holdings Corporation	121,535.78	121,535.78	The Claim does not relate to goods received "by the Debtors".
106.	CRABTREE, MICHAEL	19156	Sears Holdings Corporation	11,217.01	11,217.01	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
107.	Crandoll, Yolanda	10530	Sears Holdings Corporation	7,818.94	7,818.94	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
108.	Culley, Amy	11945	Sears Home Improvement Products, Inc.	1,117.78	1,117.78	The Claim does not relate to the receipt of "goods".
109.	Cyber Pro Service Inc DBA Wags and Whiskers Gifts	4043	Sears Holdings Corporation	953.47	953.47	The Claim does not relate to goods received "by the Debtors".
110.	Cymax Stores USA LLC	15631	Sears Holdings Corporation	146,865.40	146,865.40	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
111.	Cyxtera Communications, LLC	18688	Sears Holdings Management Corporation	150,063.71	150,063.71	The Claim does not relate to the receipt of "goods".
112.	DATS Trucking, Inc.	4092	StarWest, LLC	180.67	180.67	The Claim does not relate to the receipt of "goods".
113.	Dave Mancia, duns # 1000338016	755	Sears Holdings Corporation	5,838.67	5,838.67	The Claim does not relate to the receipt of "goods".
114.	Day to Day Imports Inc.	12426	Sears Holdings Corporation	16,108.88	16,108.88	The Claim does not relate to goods received "by the Debtors".
115.	Dazzilyn Limited	12241	Sears Holdings Corporation	25,730.49	25,730.49	The Claim does not relate to goods received "by the Debtors".
116.	DAZZILYN LIMITED	12431	Sears Holdings Corporation	25,730.49	25,730.49	The Claim does not relate to goods received "by the Debtors".
117.	Dearwear Limited	12445	Sears Holdings Corporation	46,515.27	46,515.27	The Claim does not relate to goods received "by the Debtors".
118.	Debra Barrett Jones on behalf of C&D Floor Care, LLC DBA Tidy Vacuums, LLC	16777	Sears Holdings Corporation	44,598.03	44,598.03	The Claim does not relate to goods received "by the Debtors".
119.	Debra Barrett Jones on behalf of C&D Floor Care, LLC DBA Tidy Vacuums, LLC	17425	Sears Holdings Corporation	44,598.03	44,598.03	The Claim does not relate to goods received "by the Debtors".
120.	Deep Blue Tackle LLC	11328	Sears Holdings Management Corporation	506.61	506.61	The Claim does not relate to goods received "by the Debtors".
121.	DELGADO, CARMEN	11795	Sears Holdings Corporation	9,000.00	9,000.00	The Claim does not relate to the receipt of "goods".
122.	DEMARCO, KATHY	11730	Sears Home Improvement Products, Inc.	14,447.46	14,447.46	The Claim does not relate to the receipt of "goods".
123.	Diamond and Gemstone Promotional Jewelry, Inc	8478	Sears Holdings Corporation	4,924.49	4,924.49	The Claim does not relate to goods received "by the Debtors".
124.	Diamond and Gemstone Promotional Jewelry, Inc	11257	Sears Holdings Corporation	4,924.49	4,924.49	The Claim does not relate to goods received "by the Debtors".
125.	Diamond Princess LLC	8555	Sears Holdings Corporation	7,232.84	7,232.84	The Claim does not relate to goods received "by the Debtors".
126.	DIAMONDPRINCESS.COM LLC	10485	Sears Holdings Corporation	7,232.84	7,232.84	The Claim does not relate to goods received "by the Debtors".
127.	Direct Advantage	12257	Sears Holdings Corporation	2,963.32	2,963.32	The Claim does not relate to goods received "by the Debtors".
128.	Discount Filter Store	8590	Sears Holdings Corporation	5,078.37	5,078.37	The Claim does not relate to goods received "by the Debtors".
129.	Dodds Bros. DBA 3 Alarm Fire & Safety	3821	Sears Holdings Corporation	434.75	434.75	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
130.	DREAMWAY TRADING LLC	14725	Sears Holdings Corporation	1,139.54	1,139.54	The Claim does not relate to goods received "by the Debtors".
131.	DUARTE, RICARDO A	18202	Sears, Roebuck and Co.	3,520.00	3,520.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
132.	Dukes, Roxie	10101	Sears Holdings Corporation	-	-	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
133.	Duquesne Light Company	15235	Sears, Roebuck and Co.	6,412.35	6,412.35	The Claim does not relate to the receipt of "goods".
134.	Duquesne Light Company	15489	Kmart Corporation	4,373.22	4,373.22	The Claim does not relate to the receipt of "goods".
135.	Duquesne Light Company	15602	Sears, Roebuck and Co.	6,240.54	6,240.54	The Claim does not relate to the receipt of "goods".
136.	Duquesne Light Company	15672	Kmart Corporation	302.96	302.96	The Claim does not relate to the receipt of "goods".
137.	Duquesne Light Company	15697	Kmart Corporation	4,631.11	4,631.11	The Claim does not relate to the receipt of "goods".
138.	Duquesne Light Company	15721	Sears, Roebuck and Co.	3,356.72	3,356.72	The Claim does not relate to the receipt of "goods".
139.	Duquesne Light Company	15871	Kmart Corporation	447.60	447.60	The Claim does not relate to the receipt of "goods".
140.	Duquesne Light Company	16066	Kmart Corporation	2,562.06	2,562.06	The Claim does not relate to the receipt of "goods".
141.	Duquesne Light Company	16074	Kmart Corporation	4,538.59	4,538.59	The Claim does not relate to the receipt of "goods".
142.	Duquesne Light Company	15681	Kmart Corporation	5,566.32	5,566.32	The Claim does not relate to the receipt of "goods".
143.	EASTHER LIMITED	12455	Sears Holdings Corporation	58,116.73	58,116.73	The Claim does not relate to goods received "by the Debtors".
144.	ECCOTEMP SYSTEMS LLC	9250	Sears Holdings Corporation	408.00	408.00	The Claim does not relate to goods received "by the Debtors".
145.	edealszone	1375	Sears Holdings Corporation	123,420.18	123,420.18	The Claim does not relate to goods received "by the Debtors".
146.	EDEALZONE INC	12459	Sears Holdings Corporation	123,420.18	123,420.18	The Claim does not relate to goods received "by the Debtors".
147.	ElectronicsPlus LLC	2397	Sears Holdings Corporation	18,921.56	18,921.56	The Claim does not relate to goods received "by the Debtors".
148.	eLGeo Corp.	4009	Sears Holdings Corporation	4,835.43	4,835.43	The Claim does not relate to goods received "by the Debtors".
149.	El-Habre, Suzanne	5063	Sears Holdings Corporation	6,667.00	6,667.00	The Claim does not relate to the receipt of "goods".
150.	EMEG Inc.	6283	Sears Holdings Corporation	200.46	200.46	The Claim does not relate to goods received "by the Debtors".
151.	Environmental Management Svces, Inc	12923	Sears, Roebuck and Co.	2,564.64	2,564.64	The Claim does not relate to the receipt of "goods".
152.	ESPOSITO, ANGELA	5334	Sears Holdings Corporation	444.70	444.70	The Claim does not relate to goods received "by the Debtors".
153.	etailz Inc.	12649	Sears Holdings Corporation	9,934.26	9,934.26	The Claim does not relate to goods received "by the Debtors".
154.	EUBANKS, JANIE	15577	Sears Home Improvement Products, Inc.	4,404.41	4,404.41	The Claim does not relate to the receipt of "goods".

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**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
155.	Exacme	12227	Sears Holdings Corporation	42,132.89	42,132.89	The Claim does not relate to goods received "by the Debtors".
156.	Express Services, Inc.	7163	Sears Holdings Corporation	2,046.39	2,046.39	The Claim does not relate to the receipt of "goods".
157.	FAASUA, SULUOO	19142	Sears Home Improvement Products, Inc.	26,069.64	26,069.64	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
158.	FACT AUTOMATED ENTRANCES, INC	7966	Sears Holdings Corporation	1,999.86	1,999.86	The Claim does not relate to the receipt of "goods".
159.	FANDAZZIE LIMITED	12478	Sears Holdings Corporation	19,634.93	19,634.93	The Claim does not relate to goods received "by the Debtors".
160.	FAUX, BRENDA	14994	Sears Holdings Corporation	20,000.00	20,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
161.	FERGUSON, JASMINE K	11203	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
162.	FINEFOLK LIMITED	12441	Sears Holdings Corporation	6,892.32	6,892.32	The Claim does not relate to goods received "by the Debtors".
163.	FIRE & ICE HEATING AND COOLING	1008	Sears Holdings Corporation	1,236.53	1,236.53	The Claim does not relate to the receipt of "goods".
164.	Focus Camera LLC	6125	Sears Holdings Corporation	14,839.78	14,839.78	The Claim does not relate to goods received "by the Debtors".
165.	FORD, CHARLOTTE	14975	Sears Holdings Corporation	1,414.24	1,414.24	The Claim does not relate to the receipt of "goods".
166.	Ford, Valeria	10067	Sears Holdings Corporation	100.00	100.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
167.	FREDERICK NEWS POST	10040	Sears Holdings Corporation	6,878.60	6,878.60	The Claim does not relate to the receipt of "goods".
168.	FREEMAN, DELILAH S	16480	Sears Holdings Corporation	14,307.07	14,307.07	The Claim does not relate to the receipt of "goods".
169.	GABYS BAGS LLC	11576	Sears, Roebuck and Co.	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
170.	GABYS BAGS LLC	15252	Sears Holdings Corporation	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
171.	Gabys Bags LLC	16631	Sears Holdings Corporation	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
172.	GAINES, KANDI	11447	Sears Holdings Corporation	10,000.00	10,000.00	The Claim does not relate to the receipt of "goods".
173.	GAMBLE, FAITH	18820	Sears Holdings Corporation	2,000.00	2,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
174.	GARCIA FAMILY ENTERPRISES LLC	19540	StarWest, LLC	35,452.00	35,452.00	The Claim does not relate to the receipt of "goods".
175.	GARCIA, LUZANN M	9597	Sears Holdings Corporation	70,879.80	70,879.80	The Claim does not relate to the receipt of "goods".
176.	Garcia, Rebecca Belen	19152	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
177.	Georgia Watersports, LLC	5472	Sears Holdings Corporation	998.73	998.73	The Claim does not relate to goods received "by the Debtors".
178.	GINCOTT, DEBORAH	19141	Kmart of Michigan, Inc.	806.00	806.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
179.	Give 5 To Cancer, Inc.	3464	Sears Holdings Corporation	985.21	985.21	The Claim does not relate to goods received "by the Debtors".
180.	Glover, Warren	9005	KBL Holding Inc.	20,648.58	20,648.58	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
181.	Gold Wing Trading Inc	3462	Sears Holdings Management Corporation	3,881.69	3,881.69	The Claim does not relate to goods received "by the Debtors".
182.	Gold Wing Trading Inc	11134	Sears Holdings Corporation	3,881.69	3,881.69	The Claim does not relate to goods received "by the Debtors".
183.	GOODLETT, AUDRENE	11181	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
184.	Green Mountain Imports LLC	4310	Sears Holdings Corporation	1,230.39	1,230.39	The Claim does not relate to goods received "by the Debtors".
185.	Green Scene, Inc.	8529	Sears Holdings Management Corporation	999.14	999.14	The Claim does not relate to the receipt of "goods".
186.	Griffin & Associates	9267	Sears Holdings Corporation	525.12	525.12	The Claim does not relate to the receipt of "goods".
187.	HALEY, JOHN J	12647	Sears Holdings Corporation	217.73	217.73	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
188.	HARRIS, GARY	19475	Sears Home Improvement Products, Inc.	7,119.23	7,119.23	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
189.	HARRISON, LILLE	18868	Sears Holdings Corporation	2,195.00	2,195.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
190.	HAYGOOD, PEGGY	12764	Sears Holdings Corporation	6,000.00	6,000.00	The Claim does not relate to the receipt of "goods".
191.	HILL, BARBARA L	17061	Sears Holdings Corporation	439.44	439.44	The Claim does not relate to the receipt of "goods".
192.	Hill, Beverly	16131	Kmart Corporation	150,000.00	150,000.00	The Claim does not relate to the receipt of "goods".
193.	HILL, DEBORAH	19004	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
194.	HILL, DEBORAH	19011	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
195.	Hill, Rosa L.	15949	Sears Holdings Corporation	2,422.00	2,422.00	The Claim does not relate to the receipt of "goods".
196.	Hipshire, Eliane	14915	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
197.	HOH Water Technology, Inc.	853	Sears Holdings Management Corporation	3,191.92	3,191.92	The Claim does not relate to the receipt of "goods".
198.	HUTCHINGS, MICHAEL	12304	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
199.	HUTCHINS, TRUESELLA	11349	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
200.	IMG Imports Inc.	7661	Sears Holdings Corporation	1,073.00	1,073.00	The Claim does not relate to goods received "by the Debtors".
201.	IncrediBody	15221	Sears Holdings Corporation	322.99	322.99	The Claim does not relate to goods received "by the Debtors".
202.	IncrediBody	17659	Sears Holdings Corporation	322.99	322.99	The Claim does not relate to goods received "by the Debtors".
203.	Independent Newsmedia Inc. USA	11255	Sears Holdings Corporation	377.95	377.95	The Claim does not relate to the receipt of "goods".
204.	Inventory Adjusters	1758	Sears Holdings Corporation	5,130.56	5,130.56	The Claim does not relate to goods received "by the Debtors".
205.	Inventory Adjusters	1879	Sears Holdings Corporation	5,130.56	5,130.56	The Claim does not relate to goods received "by the Debtors".
206.	INVENTORY ADJUSTERS	8499	Sears Holdings Corporation	9,932.05	9,932.05	The Claim does not relate to goods received "by the Debtors".
207.	iParis LLC	2673	Sears Holdings Corporation	6,156.07	6,156.07	The Claim does not relate to goods received "by the Debtors".
208.	Irvin Public Relations	4858	Sears Home & Business Franchises, Inc.	700.00	700.00	The Claim does not relate to the receipt of "goods".
209.	Isabella's Fate	5531	Sears Holdings Corporation	4,680.63	4,680.63	The Claim does not relate to goods received "by the Debtors".
210.	iSave Online Stores LLC	8520	Sears Holdings Corporation	45,919.01	45,919.01	The Claim does not relate to goods received "by the Debtors".
211.	iTouchless Housewares & Products, Inc.	3827	Sears Holdings Corporation	10,850.50	10,850.50	The Claim does not relate to goods received "by the Debtors".
212.	IVGSTORES, LLC dba ShopLadder.com	10592	Sears Holdings Corporation	45,113.01	45,113.01	The Claim does not relate to goods received "by the Debtors".
213.	J & S Electric and Sign, Inc	4437	Sears Holdings Corporation	787.00	787.00	The Claim does not relate to the receipt of "goods".
214.	J & S Electric and Sign, Inc.	4187	Sears Holdings Corporation	4,000.00	4,000.00	The Claim does not relate to the receipt of "goods".
215.	J & S Electric and Sign, Inc.	4394	Sears Holdings Corporation	540.00	540.00	The Claim does not relate to the receipt of "goods".
216.	J&L Installs, LLC	4410	California Builder Appliances, Inc.	24,520.00	24,520.00	The Claim does not relate to the receipt of "goods".
217.	JACKSON, WENDY	10739	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
218.	JASSO, DEBRA	13144	Kmart Corporation	1,560.00	1,560.00	The Claim does not relate to the receipt of "goods".
219.	JENKINS, ROSELLA M	19579	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
220.	Jerome-Berry, Sherry	18647	Sears Protection Company	2,150.00	2,150.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
221.	JewelryWeb.com, Inc.	6587	Sears Holdings Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
222.	JewelryWeb.com, Inc.	6588	Kmart Holding Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
223.	JewelryWeb.com, Inc.	6665	Kmart.com LLC	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
224.	JewelryWeb.com, Inc.	6710	Kmart Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
225.	JewelryWeb.com, Inc.	8587	Sears, Roebuck and Co.	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
226.	Jigba, Christiana Bassey	6810	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
227.	JMG SECURITY SYSTEM, INC.	18817	Sears Holdings Corporation	1,735.74	1,735.74	The Claim does not relate to the receipt of "goods".
228.	JOE HILLMAN PLUMBERS, INC.	5491	Sears Holdings Corporation	2,136.33	2,136.33	The Claim does not relate to the receipt of "goods".
229.	JOHNSON, GERALDINE	10190	Sears Holdings Corporation	1,435.50	1,435.50	The Claim does not relate to the receipt of "goods".
230.	JOHNSON, MARK	7101	Sears Holdings Corporation	750.00	750.00	The Claim does not relate to the receipt of "goods".
231.	JOHNSON, TUFUARZA	11810	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
232.	Jones, Kenya	11040	Sears Holdings Corporation	450.00	450.00	The Claim does not relate to the receipt of "goods".
233.	Jordan, Mike Annmar G	10527	Sears Holdings Corporation	499.18	499.18	The Claim does not relate to the receipt of "goods".
234.	Joseph, Thasku and Carmen	19761	Sears Holdings Corporation	30,000,000.00	30,000,000.00	The Claim does not relate to the receipt of "goods".
235.	JOSIAH, COOKIE K.	8199	Sears Holdings Corporation	31.05	31.05	The Claim does not relate to the receipt of "goods".
236.	JOSIAH, COOKIE K.	11152	Sears Holdings Corporation	31.05	31.05	The Claim does not relate to the receipt of "goods".
237.	JOYNES, GEORGE (MRS) C	14346	Sears Protection Company	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
238.	Judy, Dave	10197	Sears, Roebuck and Co.	800.00	800.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
239.	KBS Jewellery Inc	16244	Sears Holdings Corporation	817.78	817.78	The Claim does not relate to goods received "by the Debtors".
240.	KDC Kitchen & Bath Gallery	5846	Sears Holdings Corporation	440.47	440.47	The Claim does not relate to the receipt of "goods".
241.	KELLER, ARNOLD	18964	Sears Holdings Corporation	995.00	995.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
242.	Keller, Kristie	8960	Sears Holdings Corporation	13,657.99	13,657.99	The Claim does not relate to goods received "by the Debtors".

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Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
243.	KELLEY, GERTRUDE	15530	Sears Home Improvement Products, Inc.	10,964.60	10,964.60	The Claim does not relate to the receipt of "goods".
244.	KELLY, GLORIA	10608	Sears Holdings Corporation	10,943.54	10,943.54	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
245.	KEYLESS SHOP INC	12007	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
246.	King Service Holding Inc.	7901	Sears Holdings Corporation	1,049.58	1,049.58	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
247.	King, William	12761	Sears Holdings Corporation	5,951.90	5,951.90	The Claim does not relate to the receipt of "goods".
248.	KISSGAL LIMITED	5391	Sears Holdings Corporation	11,348.74	11,348.74	The Claim does not relate to goods received "by the Debtors".
249.	KISSGAL LIMITED	12458	Sears Holdings Corporation	11,348.74	11,348.74	The Claim does not relate to goods received "by the Debtors".
250.	KONOPKA, KERRY	12915	ServiceLive, Inc.	2,850.00	2,850.00	The Claim does not relate to the receipt of "goods".
251.	Kopke, Barry D	788	Sears Home Improvement Products, Inc.	1,532.00	1,532.00	The Claim does not relate to the receipt of "goods".
252.	Kulzer Limited	12300	Sears Holdings Corporation	47,512.95	47,512.95	The Claim does not relate to goods received "by the Debtors".
253.	Kushner, June	12163	Kmart Corporation	21,500.00	21,500.00	The Claim does not relate to the receipt of "goods".
254.	Lacy, Kathy J.	11794	Sears Home Improvement Products, Inc.	475.00	475.00	The Claim does not relate to the receipt of "goods".
255.	Lalani, Wafi	8999	Sears Holdings Corporation	4,103.61	4,103.61	The Claim does not relate to goods received "by the Debtors".
256.	LANGUAGE SERVICES ASSOCIATES	5403	StarWest, LLC	828.30	828.30	The Claim does not relate to the receipt of "goods".
257.	Language Services Associates, Inc.	4882	StarWest, LLC	626.30	626.30	The Claim does not relate to the receipt of "goods".
258.	Language Services Associates, Inc.	9941	StarWest, LLC	626.30	626.30	The Claim does not relate to the receipt of "goods".
259.	LARA, MELINDA	13672	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
260.	LARACUENTE, EDITH	17681	Sears Holdings Corporation	25,306.10	25,306.10	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
261.	LECKY, CAMERON H	17827	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
262.	LEEFONG, LINDA	17075	Sears Holdings Corporation	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
263.	LEGACY DECOR	8660	Sears Holdings Corporation	1,788.69	1,788.69	The Claim does not relate to goods received "by the Debtors".
264.	LI, JENNY	19001	Sears Holdings Corporation	383.84	383.84	The Claim does not relate to goods received "by the Debtors".

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Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
265.	Li, Ying	2555	Sears Holdings Management Corporation	10,540.38	10,540.38	The Claim does not relate to goods received "by the Debtors".
266.	Limited Goods, LLC	1594	Sears Holdings Corporation	14,109.79	14,109.79	The Claim does not relate to goods received "by the Debtors".
267.	Listen Up, Inc.	7138	Sears Holdings Corporation	119.95	119.95	The Claim does not relate to goods received "by the Debtors".
268.	Loftin, Linda	11904	Sears Holdings Corporation	20,000.00	20,000.00	The Claim does not relate to the receipt of "goods".
269.	LOFTON, DERRIN	9925	Sears Holdings Corporation	233.00	233.00	The Claim does not relate to the receipt of "goods".
270.	LOZADA, EDWIN	10855	Sears Holdings Corporation	1,072.00	1,072.00	The Claim does not relate to the receipt of "goods".
271.	LUCKETT, LIMITEE	12533	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
272.	MAHMUTOVIC, JASMIN	10014	Sears Holdings Corporation	1.63	1.63	The Claim does not relate to the receipt of "goods".
273.	MANNS, TAHIRA	17328	Sears Home Improvement Products, Inc.	19,498.00	19,498.00	The Claim does not relate to the receipt of "goods".
274.	Martinez, Sarah	10269	Sears Holdings Corporation	600.00	600.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
275.	MASOTTI, MAXI	11217	Sears Holdings Corporation	5,000.00	5,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
276.	Matsumoto, Horace	7857	Sears Holdings Corporation	98.22	98.22	The Claim does not relate to the receipt of "goods".
277.	Matthew, David and Thomas Inc. (d.b.a. M and M Landscaping)	773	Sears Holdings Corporation	8,529.00	8,529.00	The Claim does not relate to the receipt of "goods".
278.	MECHANICS TOOLS WAREHOUSE	13029	Sears Holdings Corporation	30,155.28	30,155.28	The Claim does not relate to goods received "by the Debtors".
279.	MECHANICS TOOLS WAREHOUSE	13033	Sears Holdings Corporation	51,993.92	51,993.92	The Claim does not relate to goods received "by the Debtors".
280.	MECHANICS TOOLS WAREHOUSE	13097	Sears Holdings Corporation	30,155.28	30,155.28	The Claim does not relate to goods received "by the Debtors".
281.	Midway Auto Supply, Inc.	6241	Sears Holdings Corporation	181.03	181.03	The Claim does not relate to goods received "by the Debtors".
282.	MyLovebugRocky, LLP	2407	Sears Holdings Corporation	382.06	382.06	The Claim does not relate to goods received "by the Debtors".
283.	MyLovebugRocky, LLP	10176	Sears Holdings Corporation	382.06	382.06	The Claim does not relate to goods received "by the Debtors".
284.	Nextphase, Inc.	3800	Sears Holdings Corporation	2,688.37	2,688.37	The Claim does not relate to goods received "by the Debtors".
285.	Nilima Online Services Inc.	6589	Sears Holdings Corporation	10,768.00	10,768.00	The Claim does not relate to goods received "by the Debtors".
286.	NSF SERVICES dba GOLINENS	1560	Sears Holdings Corporation	18,173.02	18,173.02	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
287.	OMNIHIL INC	11502	Sears Holdings Corporation	1,500.00	1,500.00	The Claim does not relate to goods received "by the Debtors".
288.	On Time Integration Inc.	8526	Sears Holdings Corporation	236,770.34	236,770.34	The Claim does not relate to goods received "by the Debtors".
289.	OTC Wholesale	7992	Sears, Roebuck and Co.	115.90	115.90	The Claim does not relate to goods received "by the Debtors".
290.	Outfitter Country	5927	Sears Holdings Corporation	108.08	108.08	The Claim does not relate to goods received "by the Debtors".
291.	PerfumesAmerica.com	912	Sears Holdings Corporation	2,866.80	2,866.80	The Claim does not relate to goods received "by the Debtors".
292.	Pineae Greenhouses Inc.	2586	A&E Lawn & Garden, LLC	7,694.73	7,694.73	The Claim does not relate to goods received "by the Debtors".
293.	Plum Group, LLC	1824	Sears Holdings Corporation	2,102.33	2,102.33	The Claim does not relate to goods received "by the Debtors".
294.	POWER MOWER CORP DBA POWER MOWER SALES	12995	Sears Holdings Corporation	6,071.88	6,071.88	The Claim does not relate to goods received "by the Debtors".
295.	PW Acquisitions, LLC	18876	Sears Holdings Corporation	4,902.82	4,902.82	The Claim does not relate to goods received "by the Debtors".
296.	PW Acquisitions, LLC	8501	Sears Holdings Corporation	4,902.82	4,902.82	The Claim does not relate to goods received "by the Debtors".
297.	R&M Group LLC	1424	Sears Holdings Corporation	10,775.28	10,775.28	The Claim does not relate to goods received "by the Debtors".
298.	Radner, Melissa J	14202	Sears Holdings Corporation	7,501.82	7,501.82	The Claim does not relate to goods received "by the Debtors".
299.	REGAL FITS LIMITED	12438	Sears Holdings Corporation	6,507.49	6,507.49	The Claim does not relate to goods received "by the Debtors".
300.	RENFRO CORPORATION	13791	Kmart Corporation	114,129.94	114,129.94	The Claim does not relate to goods received "by the Debtors".
301.	RENFRO CORPORATION	14106	Sears, Roebuck and Co.	20,094.20	20,094.20	The Claim does not relate to goods received "by the Debtors".
302.	Resurs2 Corporation	8533	Sears Holdings Corporation	10,958.00	10,958.00	The Claim does not relate to goods received "by the Debtors".
303.	Reynolds Building Systems	6275	Sears Holdings Corporation	5,601.00	5,601.00	The Claim does not relate to goods received "by the Debtors".
304.	Rosewill Inc	13468	Sears Holdings Corporation	1,474.77	1,474.77	The Claim does not relate to goods received "by the Debtors".
305.	seaofdiamonds.com	15554	Sears Holdings Corporation	9,825.93	9,825.93	The Claim does not relate to goods received "by the Debtors".
306.	Shop Eddies / Bill Baiden	1417	Sears Holdings Corporation	3,719.45	3,719.45	The Claim does not relate to goods received "by the Debtors".
307.	Shopchimney.com inc	11540	Sears Holdings Corporation	26,743.03	26,743.03	The Claim does not relate to goods received "by the Debtors".
308.	Silver City Jewelry Inc.	12728	Sears Holdings Corporation	5,345.13	5,345.13	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
309.	Silver Star Brands	2031	Sears Holdings Corporation	4,138.65	4,138.65	The Claim does not relate to goods received "by the Debtors".
310.	Silver Star Brands	6635	Sears Holdings Corporation	6,213.73	6,213.73	The Claim does not relate to goods received "by the Debtors".
311.	Simadre Techc LLC	5350	Sears Holdings Corporation	1,694.89	1,694.89	The Claim does not relate to goods received "by the Debtors".
312.	Simadre Techs LLC	12259	Sears Holdings Corporation	2,775.11	2,775.11	The Claim does not relate to goods received "by the Debtors".
313.	Sister Moon Boutique	5236	Sears Holdings Corporation	84.39	84.39	The Claim does not relate to goods received "by the Debtors".
314.	Sky Billiards, Inc. dba Best Choice Products	7592	Sears Holdings Corporation	136,538.98	136,538.98	The Claim does not relate to goods received "by the Debtors".
315.	Smart Surplus, Inc	8522	Sears Holdings Corporation	4,507.48	4,507.48	The Claim does not relate to goods received "by the Debtors".
316.	SMARTECOM LLC	8480	Sears, Roebuck and Co.	2,328.71	2,328.71	The Claim does not relate to goods received "by the Debtors".
317.	Spanish Bay Ventures, LLC dba Ron's Home and Hardware	12610	Sears Holdings Corporation	4,888.75	4,888.75	The Claim does not relate to goods received "by the Debtors".
318.	SS Roshan Enterprises Inc	10843	Sears Holdings Corporation	636.99	636.99	The Claim does not relate to goods received "by the Debtors".
319.	Stolaas Company	11880	Sears Holdings Corporation	154,248.42	154,248.42	The Claim does not relate to goods received "by the Debtors".
320.	Stolaas Company DBSA Tic-Tok	4280	Sears Holdings Corporation	154,248.42	154,248.42	The Claim does not relate to goods received "by the Debtors".
321.	Stolaas Company Inc, DBA Tic-Tok	1389	Sears Holdings Corporation	184,336.87	184,336.87	The Claim does not relate to goods received "by the Debtors".
322.	Stylebug Corporation	3499	Sears Holdings Corporation	1,192.00	1,192.00	The Claim does not relate to goods received "by the Debtors".
323.	Szul USA LLC	1785	Sears Holdings Corporation	4,260.85	4,260.85	The Claim does not relate to goods received "by the Debtors".
324.	Szul USA LLC	8702	Sears Holdings Corporation	5,851.89	5,851.89	The Claim does not relate to goods received "by the Debtors".
325.	Tabula Rasa Enterprises LLC	5397	Sears Holdings Corporation	2,706.00	2,706.00	The Claim does not relate to goods received "by the Debtors".
326.	Travel Accessories Inc	7691	Sears Holdings Corporation	22,596.36	22,596.36	The Claim does not relate to goods received "by the Debtors".
327.	Tri-State Camera Exchange, Inc.	7929	Sears Holdings Corporation	265,627.87	265,627.87	The Claim does not relate to goods received "by the Debtors".
328.	Unilight Industrial Inc.	12299	Sears Holdings Corporation	255.91	255.91	The Claim does not relate to goods received "by the Debtors".
329.	US Trade Ent.	9556	Sears Holdings Corporation	15,985.09	15,985.09	The Claim does not relate to goods received "by the Debtors".
330.	UStade Ent.	10106	Sears Holdings Corporation	15,985.09	15,985.09	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
331.	Varouj Appliances	15199	Sears Holdings Corporation	30,997.85	30,997.85	The Claim does not relate to goods received "by the Debtors".
332.	Vir Ventures Inc	8539	Sears Holdings Corporation	198,137.54	198,137.54	The Claim does not relate to goods received "by the Debtors".
333.	VM Innovations, Inc.	10914	Sears, Roebuck and Co.	68,625.20	68,625.20	The Claim does not relate to goods received "by the Debtors".
334.	WAHAB, OLAYINKA	3625	Sears Holdings Corporation	652.92	652.92	The Claim does not relate to goods received "by the Debtors".
335.	WARDROBE LIMITED	12195	Sears Holdings Corporation	6,930.51	6,930.51	The Claim does not relate to goods received "by the Debtors".
336.	WOODBURY OUTFITTERS, LLC	12403	Sears, Roebuck and Co.	3,599.44	3,599.44	The Claim does not relate to goods received "by the Debtors".
337.	Yaheetech	15994	Sears Holdings Corporation	11,532.65	11,532.65	The Claim does not relate to goods received "by the Debtors".
338.	YESCOM USA INC	12554	Sears Holdings Corporation	48,441.84	48,441.84	The Claim does not relate to goods received "by the Debtors".
339.	ZENAS SHOES INC	13143	Sears Holdings Corporation	2,950.02	2,950.02	The Claim does not relate to goods received "by the Debtors".
340.	ZUCKERFAN LIMITED	12444	Sears Holdings Corporation	73,509.91	73,509.91	The Claim does not relate to goods received "by the Debtors".
341.	ZUCKERFAN LIMITED	12485	Sears Holdings Corporation	73,509.91	73,509.91	The Claim does not relate to goods received "by the Debtors".
342.	Zuma Water Filters Inc (DBA: House Of Filters)	8532	Sears Holdings Corporation	35,685.75	35,685.75	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
-----X

**ORDER GRANTING DEBTORS' SECOND
OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

Upon the *Debtors' Second Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims)*, filed August 6, 2019 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), for an order (i) reclassifying the Reclassified Claims, and (ii) granting related relief, all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on September 25, 2019 (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Reclassified Claim listed on **Exhibit 1** annexed to this Order are reclassified as General Unsecured Claims (to the extent reflected on **Exhibit 1**).
3. Nothing herein shall constitute an admission or finding concerning the amount or validity of any of the Reclassified Claims.
4. The rights of the Debtors to assert further objections to the Reclassified Claims, in whole or in part, and on any basis, are fully preserved.
5. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect to any claim referenced or identified in the Objection that is not listed on **Exhibit 1**.

6. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

7. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2019
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Reclassified Claims

**Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
1.	10 MANAGEMENT INCORPORATED, INC	4521	Sears Holdings Corporation	\$38,985.00	\$38,985.00	The Claim does not relate to the receipt of "goods".
2.	123Stores, Inc.	15977	Sears Holdings Corporation	40,697.79	40,697.79	The Claim does not relate to goods received "by the Debtors".
3.	4T DOOR SYSTEMS, INC.	9085	Sears Holdings Corporation	1,288.75	1,288.75	The Claim does not relate to the receipt of "goods".
4.	4T Door Systems, Inc.	373	Sears Holdings Corporation	1,288.75	1,288.75	The Claim does not relate to the receipt of "goods".
5.	888 Cool Fans	7833	Sears Holdings Corporation	278.35	278.35	The Claim does not relate to goods received "by the Debtors".
6.	Ace Vacuums Online LLC	8525	Sears Holdings Corporation	12,673.25	12,673.25	The Claim does not relate to goods received "by the Debtors".
7.	Adams, Aerin-Leigh	15936	Sears Home Improvement Products, Inc.	5,411.00	5,411.00	The Claim does not relate to the receipt of "goods".
8.	Adams, Aerin-Leigh	17740	Sears Home Improvement Products, Inc.	5,411.00	5,411.00	The Claim does not relate to the receipt of "goods".
9.	adMarketplace	2660	Sears Holdings Corporation	20,808.00	20,808.00	The Claim does not relate to the receipt of "goods".
10.	adMarketplace, inc.	10674	Sears Holdings Corporation	18,214.90	18,214.90	The Claim does not relate to the receipt of "goods".
11.	AGGRO PACIFIC HAWAII LLC	7248	Sears Holdings Corporation	9,947.00	9,947.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
12.	AKDY IMPORTS LLC	7848	Sears Holdings Corporation	30,315.99	30,315.99	The Claim does not relate to goods received "by the Debtors".
13.	ALIZAI ENTERPRISE INC	4758	Sears Holdings Corporation	10,970.88	10,970.88	The Claim does not relate to goods received "by the Debtors".
14.	All American Door	15188	Sears Holdings Management Corporation	3,787.40	3,787.40	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
15.	ALL AMERICAN TREE & LAWN	11970	Sears Holdings Corporation	11,495.00	11,495.00	The Claim does not relate to the receipt of "goods".
16.	All American Tree & Lawn	363	Sears Holdings Corporation	24,390.00	24,390.00	The Claim does not relate to the receipt of "goods".
17.	Allatin, Tara A	14495	Sears, Roebuck and Co.	6,145.85	6,145.85	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
18.	ALS GROUP INC	10844	Sears Holdings Corporation	1,286.95	1,286.95	The Claim does not relate to goods received "by the Debtors".
19.	ALS GROUP INC	12417	Sears Holdings Corporation	1,764.18	1,764.18	The Claim does not relate to goods received "by the Debtors".
20.	Alvarez, Cesar L.	14248	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
21.	AMAZONLOT LLC	12451	Sears Holdings Corporation	107,779.27	107,779.27	The Claim does not relate to goods received "by the Debtors".
22.	Amazzonlot	836	Sears Holdings Corporation	107,779.27	107,779.27	The Claim does not relate to goods received "by the Debtors".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
23.	AMI Ventures Inc	8513	Sears Holdings Corporation	92,635.11	92,635.11	The Claim does not relate to goods received "by the Debtors".
24.	AMI Ventures Inc	8514	Sears Holdings Corporation	108,015.38	108,015.38	The Claim does not relate to goods received "by the Debtors".
25.	AMI Ventures Inc	8540	Sears Holdings Corporation	161,118.57	161,118.57	The Claim does not relate to goods received "by the Debtors".
26.	AMI Ventures Inc	8556	Sears Holdings Corporation	83,798.10	83,798.10	The Claim does not relate to goods received "by the Debtors".
27.	AMI Ventures Inc	8644	Sears Holdings Corporation	159,391.29	159,391.29	The Claim does not relate to goods received "by the Debtors".
28.	Ammana	11521	Sears Holdings Corporation	3,908.72	3,908.72	The Claim does not relate to goods received "by the Debtors".
29.	Angione, Emilia I	16698	Sears Holdings Corporation	6,551.55	6,551.55	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
30.	ANGOL, LESTER K	16893	Sears, Roebuck and Co.	1,403.99	1,403.99	The Claim does not relate to the receipt of "goods".
31.	AR & EM RETAIL GROUP CORP	9900	Sears Holdings Corporation	5,671.74	5,671.74	The Claim does not relate to goods received "by the Debtors".
32.	AR & EM Retail Group Corp	11465	Sears Holdings Corporation	5,671.74	5,671.74	The Claim does not relate to goods received "by the Debtors".
33.	ARORA, AMIT	18710	Sears Home Improvement Products, Inc.	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
34.	ARROW GLOBAL ASSET DISPOSITION, INC.	8679	Sears Holdings Corporation	28,260.18	28,260.18	The Claim does not relate to goods received "by the Debtors".
35.	AVANTI, LOUISA	14313	Sears Holdings Corporation	37,000.00	37,000.00	The Claim does not relate to the receipt of "goods".
36.	AVANTI, LOUISA	18374	Sears Holdings Corporation	37,000.00	37,000.00	The Claim does not relate to the receipt of "goods".
37.	BABYLON LIMITED	12486	Sears Holdings Corporation	5,379.96	5,379.96	The Claim does not relate to goods received "by the Debtors".
38.	BABYLON LIMITED	14397	Sears Holdings Corporation	5,379.96	5,379.96	The Claim does not relate to goods received "by the Debtors".
39.	BAR, ELI	14920	Sears Holdings Corporation	67,482.59	67,482.59	The Claim does not relate to goods received "by the Debtors".
40.	BARNES, ROSEMARY	18870	Kmart Holding Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
41.	Barron, Kenneth and Diane	9260	Sears Holdings Corporation	103.99	103.99	The Claim does not relate to the receipt of "goods".
42.	BATISTA, MILDRED	14115	Sears Holdings Corporation	3,819.99	3,819.99	The Claim does not relate to the receipt of "goods".
43.	Batten & Company	16025	Sears Holdings Management Corporation	10,762.50	10,762.50	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
44.	Battle, Jesse Richard	18921	Sears, Roebuck and Co.	3,059.16	3,059.16	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
45.	BAUZELLE, VIRGINIA	10809	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
46.	BBW BRANDS INC	10725	Sears Holdings Corporation	1,286.95	1,286.95	The Claim does not relate to goods received "by the Debtors".
47.	Beauty Express Salons, Inc.	16885	Sears, Roebuck and Co.	41,426.00	41,426.00	The Claim does not relate to the receipt of "goods".
48.	Bedz King LLC	7593	Sears Holdings Corporation	4,215.87	4,215.87	The Claim does not relate to goods received "by the Debtors".
49.	Bennett, Jennifer	16457	Sears Home Improvement Products, Inc.	8,694.80	8,694.80	The Claim does not relate to the receipt of "goods".
50.	Best Plumbing and Remodeling Inc	5497	Sears Holdings Corporation	2,373.76	2,373.76	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
51.	Beyove Limited	12235	Sears Holdings Corporation	51,870.19	51,870.19	The Claim does not relate to goods received "by the Debtors".
52.	BHFO, Inc.	7810	Sears Holdings Corporation	48,891.82	48,891.82	The Claim does not relate to goods received "by the Debtors".
53.	BHFO, Inc.	7812	Sears Holdings Corporation	294.13	294.13	The Claim does not relate to goods received "by the Debtors".
54.	Black Bow Brands, Inc.	8553	Sears Holdings Corporation	7,753.60	7,753.60	The Claim does not relate to goods received "by the Debtors".
55.	BLACK, BRIAN	17339	Sears Holdings Corporation	35,000.00	35,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
56.	Blair Technology Group	11297	Sears Holdings Corporation	16,268.89	16,268.89	The Claim does not relate to goods received "by the Debtors".
57.	BLASS, JAY	1296	Sears Home Improvement Products, Inc.	312.50	312.50	The Claim does not relate to the receipt of "goods".
58.	BLASS, JAY	1931	Sears Home Improvement Products, Inc.	135.50	135.50	The Claim does not relate to the receipt of "goods".
59.	BLEDSON, TAMICHA	13493	Sears Holdings Corporation	3,172.40	3,172.40	The Claim does not relate to the receipt of "goods".
60.	BLM Flooring Inc	717	Sears Home Improvement Products, Inc.	3,997.35	3,997.35	The Claim does not relate to the receipt of "goods".
61.	Blue Nile Mills	12193	Sears Holdings Corporation	15,945.67	15,945.67	The Claim does not relate to goods received "by the Debtors".
62.	BonJon LLC dba: Celebrity Tuxedos	3097	Sears Holdings Corporation	4,322.00	4,322.00	The Claim does not relate to the receipt of "goods".
63.	BOSH ENTERPRISES INC	18766	Sears Holdings Corporation	1,605.00	1,605.00	The Claim does not relate to the receipt of "goods".
64.	Bowers Tool LLC	7133	Sears Holdings Corporation	1,822.61	1,822.61	The Claim does not relate to goods received "by the Debtors".
65.	Bowers Tool LLC	12767	Sears Holdings Corporation	1,895.41	1,895.41	The Claim does not relate to goods received "by the Debtors".
66.	BPH LLC	14147	Sears Holdings Corporation	624.36	624.36	The Claim does not relate to goods received "by the Debtors".

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**Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
67.	BQBP ELECTRONICS INC	11707	Sears Holdings Corporation	4,620.21	4,620.21	The Claim does not relate to goods received "by the Debtors".
68.	BRAGA, STEPHEN	13432	Sears Home Improvement Products, Inc.	120.00	120.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
69.	BRAXTON, LORI	11616	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
70.	BROOKS, DONALD R	19432	Sears Holdings Corporation	6,200.00	6,200.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
71.	Brown, Ardree D.	17029	Sears Holdings Corporation	18,512.50	18,512.50	The Claim does not relate to the receipt of "goods".
72.	BROWN, BRYAN	11135	Sears Holdings Corporation	8,489.26	8,489.26	The Claim does not relate to the receipt of "goods".
73.	BUCKEYE BARGAIN BOX LLC	12719	Sears Holdings Corporation	5,615.26	5,615.26	The Claim does not relate to goods received "by the Debtors".
74.	Buckeye Sweeping, Inc.	1395	Sears Holdings Corporation	2,000.00	2,000.00	The Claim does not relate to the receipt of "goods".
75.	Buckeye Sweeping, Inc.	2375	Sears Holdings Corporation	2,000.00	2,000.00	The Claim does not relate to the receipt of "goods".
76.	Buckley, Shirley	9691	Sears Home Improvement Products, Inc.	5,643.96	5,643.96	The Claim does not relate to the receipt of "goods".
77.	BuilderDepot, Inc.	3957	Sears Holdings Corporation	26,345.11	26,345.11	The Claim does not relate to goods received "by the Debtors".
78.	Burris, Sharon	10851	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
79.	Bustamante, Eduardo	9449	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
80.	Cain, Vanessa	11545	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
81.	Cain, Vanessa	11063	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
82.	CALTAGIRONE, REGINA	18898	Sears Holdings Corporation	2,500.00	2,500.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
83.	CAMACHO, JOSE M	14364	Sears, Roebuck de Puerto Rico, Inc.	14,170.60	14,170.60	The Claim does not relate to the receipt of "goods".
84.	Campbell, Benjamin T.	7115	Sears Holdings Corporation	1,000.00	1,000.00	The Claim does not relate to the receipt of "goods".
85.	CASILLAS, LUIS I	16327	Sears, Roebuck and Co.	5,600.00	5,600.00	The Claim does not relate to the receipt of "goods".
86.	Chahoud, Diala	5698	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
87.	CHAMPION, JANICE	12993	Sears Holdings Corporation	3,500.00	3,500.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
88.	Channel Marketing LLC D/B/A PowerSellerUSA	8888	Sears Holdings Corporation	1,726.08	1,726.08	The Claim does not relate to goods received "by the Debtors".

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Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
89.	Chanx.com, Inc.	108	Sears Holdings Corporation	5,497.64	5,497.64	The Claim does not relate to goods received "by the Debtors".
90.	Chic Home Design, LLC	4919	Sears Holdings Corporation	11,256.90	11,256.90	The Claim does not relate to goods received "by the Debtors".
91.	Chic Home Design, LLC.	4880	Sears Holdings Corporation	4,646.50	4,646.50	The Claim does not relate to goods received "by the Debtors".
92.	Chronostore	1617	Sears Holdings Corporation	2,442.53	2,442.53	The Claim does not relate to goods received "by the Debtors".
93.	Chronostore	8291	Sears Holdings Corporation	5,663.19	5,663.19	The Claim does not relate to goods received "by the Debtors".
94.	Chronostore	15993	Sears Holdings Corporation	5,663.19	5,663.19	The Claim does not relate to goods received "by the Debtors".
95.	CLEMENTE, ROSA C.	13205	Sears Holdings Corporation	1,000.00	1,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
96.	Clemons Business Group, LLC	11508	Sears Holdings Corporation	24,189.12	24,189.12	The Claim does not relate to goods received "by the Debtors".
97.	Clemons Business Group, LLC dba 2Shop	4286	Sears Holdings Corporation	24,189.12	24,189.12	The Claim does not relate to goods received "by the Debtors".
98.	Clickhere2shop, LLC	10510	Sears Holdings Corporation	9,843.17	9,843.17	The Claim does not relate to goods received "by the Debtors".
99.	Collective Trading Inc	11724	Sears Holdings Corporation	8,085.66	8,085.66	The Claim does not relate to goods received "by the Debtors".
100.	COLLINS, YVONNE	14999	Sears Holdings Corporation	7,720.00	7,720.00	The Claim does not relate to the receipt of "goods".
101.	CONDES, SALLY	18331	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
102.	COOPER, JO ANN	11244	Sears Holdings Corporation	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
103.	COSIMINI, RUTH	12237	Sears Holdings Corporation	8,277.30	8,277.30	The Claim does not relate to the receipt of "goods".
104.	CPO Commerce, Inc.	14157	Sears Holdings Corporation	121,535.78	121,535.78	The Claim does not relate to goods received "by the Debtors".
105.	CPO Commerce, LLC.	13925	Sears Holdings Corporation	121,535.78	121,535.78	The Claim does not relate to goods received "by the Debtors".
106.	CRABTREE, MICHAEL	19156	Sears Holdings Corporation	11,217.01	11,217.01	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
107.	Crandoll, Yolanda	10530	Sears Holdings Corporation	7,818.94	7,818.94	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
108.	Culley, Amy	11945	Sears Home Improvement Products, Inc.	1,117.78	1,117.78	The Claim does not relate to the receipt of "goods".
109.	Cyber Pro Service Inc DBA Wags and Whiskers Gifts	4043	Sears Holdings Corporation	953.47	953.47	The Claim does not relate to goods received "by the Debtors".
110.	Cymax Stores USA LLC	15631	Sears Holdings Corporation	146,865.40	146,865.40	The Claim does not relate to goods received "by the Debtors".

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**Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
111.	Cytxera Communications, LLC	18688	Sears Holdings Management Corporation	150,063.71	150,063.71	The Claim does not relate to the receipt of "goods".
112.	DATS Trucking, Inc.	4092	StarWest, LLC	180.67	180.67	The Claim does not relate to the receipt of "goods".
113.	Dave Mancia, duns # 1000338016	755	Sears Holdings Corporation	5,838.67	5,838.67	The Claim does not relate to the receipt of "goods".
114.	Day to Day Imports Inc.	12426	Sears Holdings Corporation	16,108.88	16,108.88	The Claim does not relate to goods received "by the Debtors".
115.	Dazzilyn Limited	12241	Sears Holdings Corporation	25,730.49	25,730.49	The Claim does not relate to goods received "by the Debtors".
116.	DAZZILYN LIMITED	12431	Sears Holdings Corporation	25,730.49	25,730.49	The Claim does not relate to goods received "by the Debtors".
117.	Dearwear Limited	12445	Sears Holdings Corporation	46,515.27	46,515.27	The Claim does not relate to goods received "by the Debtors".
118.	Debra Barrett Jones on behalf of C&D Floor Care, LLC DBA Tidy Vacuums, LLC	16777	Sears Holdings Corporation	44,598.03	44,598.03	The Claim does not relate to goods received "by the Debtors".
119.	Debra Barrett Jones on behalf of C&D Floor Care, LLC DBA Tidy Vacuums, LLC	17425	Sears Holdings Corporation	44,598.03	44,598.03	The Claim does not relate to goods received "by the Debtors".
120.	Deep Blue Tackle LLC	11328	Sears Holdings Management Corporation	506.61	506.61	The Claim does not relate to goods received "by the Debtors".
121.	DELGADO, CARMEN	11795	Sears Holdings Corporation	9,000.00	9,000.00	The Claim does not relate to the receipt of "goods".
122.	DEMARCO, KATHY	11730	Sears Home Improvement Products, Inc.	14,447.46	14,447.46	The Claim does not relate to the receipt of "goods".
123.	Diamond and Gemstone Promotional Jewelry, Inc	8478	Sears Holdings Corporation	4,924.49	4,924.49	The Claim does not relate to goods received "by the Debtors".
124.	Diamond and Gemstone Promotional Jewelry, Inc	11257	Sears Holdings Corporation	4,924.49	4,924.49	The Claim does not relate to goods received "by the Debtors".
125.	Diamond Princess LLC	8555	Sears Holdings Corporation	7,232.84	7,232.84	The Claim does not relate to goods received "by the Debtors".
126.	DIAMONDPRINCESS.COM LLC	10485	Sears Holdings Corporation	7,232.84	7,232.84	The Claim does not relate to goods received "by the Debtors".
127.	Direct Advantage	12257	Sears Holdings Corporation	2,963.32	2,963.32	The Claim does not relate to goods received "by the Debtors".
128.	Discount Filter Store	8590	Sears Holdings Corporation	5,078.37	5,078.37	The Claim does not relate to goods received "by the Debtors".
129.	Dodds Bros. DBA 3 Alarm Fire & Safety	3821	Sears Holdings Corporation	434.75	434.75	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
130.	DREAMWAY TRADING LLC	14725	Sears Holdings Corporation	1,139.54	1,139.54	The Claim does not relate to goods received "by the Debtors".
131.	DUARTE, RICARDO A	18202	Sears, Roebuck and Co.	3,520.00	3,520.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
132.	Dukes, Roxie	10101	Sears Holdings Corporation	-	-	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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**Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
133.	Duquesne Light Company	15235	Sears, Roebuck and Co.	6,412.35	6,412.35	The Claim does not relate to the receipt of "goods".
134.	Duquesne Light Company	15489	Kmart Corporation	4,373.22	4,373.22	The Claim does not relate to the receipt of "goods".
135.	Duquesne Light Company	15602	Sears, Roebuck and Co.	6,240.54	6,240.54	The Claim does not relate to the receipt of "goods".
136.	Duquesne Light Company	15672	Kmart Corporation	302.96	302.96	The Claim does not relate to the receipt of "goods".
137.	Duquesne Light Company	15697	Kmart Corporation	4,631.11	4,631.11	The Claim does not relate to the receipt of "goods".
138.	Duquesne Light Company	15721	Sears, Roebuck and Co.	3,356.72	3,356.72	The Claim does not relate to the receipt of "goods".
139.	Duquesne Light Company	15871	Kmart Corporation	447.60	447.60	The Claim does not relate to the receipt of "goods".
140.	Duquesne Light Company	16066	Kmart Corporation	2,562.06	2,562.06	The Claim does not relate to the receipt of "goods".
141.	Duquesne Light Company	16074	Kmart Corporation	4,538.59	4,538.59	The Claim does not relate to the receipt of "goods".
142.	Duquesne Light Company	15681	Kmart Corporation	5,566.32	5,566.32	The Claim does not relate to the receipt of "goods".
143.	EASTHER LIMITED	12455	Sears Holdings Corporation	58,116.73	58,116.73	The Claim does not relate to goods received "by the Debtors".
144.	ECCOTEMP SYSTEMS LLC	9250	Sears Holdings Corporation	408.00	408.00	The Claim does not relate to goods received "by the Debtors".
145.	edealszone	1375	Sears Holdings Corporation	123,420.18	123,420.18	The Claim does not relate to goods received "by the Debtors".
146.	EDEALZONE INC	12459	Sears Holdings Corporation	123,420.18	123,420.18	The Claim does not relate to goods received "by the Debtors".
147.	ElectronicsPlus LLC	2397	Sears Holdings Corporation	18,921.56	18,921.56	The Claim does not relate to goods received "by the Debtors".
148.	eLGeo Corp.	4009	Sears Holdings Corporation	4,835.43	4,835.43	The Claim does not relate to goods received "by the Debtors".
149.	El-Habre, Suzanne	5063	Sears Holdings Corporation	6,667.00	6,667.00	The Claim does not relate to the receipt of "goods".
150.	EMEG Inc.	6283	Sears Holdings Corporation	200.46	200.46	The Claim does not relate to goods received "by the Debtors".
151.	Environmental Management Svces, Inc	12923	Sears, Roebuck and Co.	2,564.64	2,564.64	The Claim does not relate to the receipt of "goods".
152.	ESPOSITO, ANGELA	5334	Sears Holdings Corporation	444.70	444.70	The Claim does not relate to goods received "by the Debtors".
153.	etailz Inc.	12649	Sears Holdings Corporation	9,934.26	9,934.26	The Claim does not relate to goods received "by the Debtors".
154.	EUBANKS, JANIE	15577	Sears Home Improvement Products, Inc.	4,404.41	4,404.41	The Claim does not relate to the receipt of "goods".

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**Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
155.	Exacme	12227	Sears Holdings Corporation	42,132.89	42,132.89	The Claim does not relate to goods received "by the Debtors".
156.	Express Services, Inc.	7163	Sears Holdings Corporation	2,046.39	2,046.39	The Claim does not relate to the receipt of "goods".
157.	FAASUA, SULUOO	19142	Sears Home Improvement Products, Inc.	26,069.64	26,069.64	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
158.	FACT AUTOMATED ENTRANCES, INC	7966	Sears Holdings Corporation	1,999.86	1,999.86	The Claim does not relate to the receipt of "goods".
159.	FANDAZZIE LIMITED	12478	Sears Holdings Corporation	19,634.93	19,634.93	The Claim does not relate to goods received "by the Debtors".
160.	FAUX, BRENDA	14994	Sears Holdings Corporation	20,000.00	20,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
161.	FERGUSON, JASMINE K	11203	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
162.	FINEFOLK LIMITED	12441	Sears Holdings Corporation	6,892.32	6,892.32	The Claim does not relate to goods received "by the Debtors".
163.	FIRE & ICE HEATING AND COOLING	1008	Sears Holdings Corporation	1,236.53	1,236.53	The Claim does not relate to the receipt of "goods".
164.	Focus Camera LLC	6125	Sears Holdings Corporation	14,839.78	14,839.78	The Claim does not relate to goods received "by the Debtors".
165.	FORD, CHARLOTTE	14975	Sears Holdings Corporation	1,414.24	1,414.24	The Claim does not relate to the receipt of "goods".
166.	Ford, Valeria	10067	Sears Holdings Corporation	100.00	100.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
167.	FREDERICK NEWS POST	10040	Sears Holdings Corporation	6,878.60	6,878.60	The Claim does not relate to the receipt of "goods".
168.	FREEMAN, DELILAH S	16480	Sears Holdings Corporation	14,307.07	14,307.07	The Claim does not relate to the receipt of "goods".
169.	GABYS BAGS LLC	11576	Sears, Roebuck and Co.	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
170.	GABYS BAGS LLC	15252	Sears Holdings Corporation	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
171.	Gabys Bags LLC	16631	Sears Holdings Corporation	9,269.67	9,269.67	The Claim does not relate to goods received "by the Debtors".
172.	GAINES, KANDI	11447	Sears Holdings Corporation	10,000.00	10,000.00	The Claim does not relate to the receipt of "goods".
173.	GAMBLE, FAITH	18820	Sears Holdings Corporation	2,000.00	2,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
174.	GARCIA FAMILY ENTERPRISES LLC	19540	StarWest, LLC	35,452.00	35,452.00	The Claim does not relate to the receipt of "goods".
175.	GARCIA, LUZANN M	9597	Sears Holdings Corporation	70,879.80	70,879.80	The Claim does not relate to the receipt of "goods".
176.	Garcia, Rebecca Belen	19152	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
177.	Georgia Watersports, LLC	5472	Sears Holdings Corporation	998.73	998.73	The Claim does not relate to goods received "by the Debtors".
178.	GINCOTT, DEBORAH	19141	Kmart of Michigan, Inc.	806.00	806.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
179.	Give 5 To Cancer, Inc.	3464	Sears Holdings Corporation	985.21	985.21	The Claim does not relate to goods received "by the Debtors".
180.	Glover, Warren	9005	KBL Holding Inc.	20,648.58	20,648.58	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
181.	Gold Wing Trading Inc	3462	Sears Holdings Management Corporation	3,881.69	3,881.69	The Claim does not relate to goods received "by the Debtors".
182.	Gold Wing Trading Inc	11134	Sears Holdings Corporation	3,881.69	3,881.69	The Claim does not relate to goods received "by the Debtors".
183.	GOODLETT, AUDRENE	11181	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
184.	Green Mountain Imports LLC	4310	Sears Holdings Corporation	1,230.39	1,230.39	The Claim does not relate to goods received "by the Debtors".
185.	Green Scene, Inc.	8529	Sears Holdings Management Corporation	999.14	999.14	The Claim does not relate to the receipt of "goods".
186.	Griffin & Associates	9267	Sears Holdings Corporation	525.12	525.12	The Claim does not relate to the receipt of "goods".
187.	HALEY, JOHN J	12647	Sears Holdings Corporation	217.73	217.73	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
188.	HARRIS, GARY	19475	Sears Home Improvement Products, Inc.	7,119.23	7,119.23	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
189.	HARRISON, LILLE	18868	Sears Holdings Corporation	2,195.00	2,195.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
190.	HAYGOOD, PEGGY	12764	Sears Holdings Corporation	6,000.00	6,000.00	The Claim does not relate to the receipt of "goods".
191.	HILL, BARBARA L	17061	Sears Holdings Corporation	439.44	439.44	The Claim does not relate to the receipt of "goods".
192.	Hill, Beverly	16131	Kmart Corporation	150,000.00	150,000.00	The Claim does not relate to the receipt of "goods".
193.	HILL, DEBORAH	19004	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
194.	HILL, DEBORAH	19011	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
195.	Hill, Rosa L.	15949	Sears Holdings Corporation	2,422.00	2,422.00	The Claim does not relate to the receipt of "goods".
196.	Hipshire, Eliane	14915	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
197.	HOH Water Technology, Inc.	853	Sears Holdings Management Corporation	3,191.92	3,191.92	The Claim does not relate to the receipt of "goods".
198.	HUTCHINGS, MICHAEL	12304	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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**Debtors' Second Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
199.	HUTCHINS, TRUESELLA	11349	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
200.	IMG Imports Inc.	7661	Sears Holdings Corporation	1,073.00	1,073.00	The Claim does not relate to goods received "by the Debtors".
201.	IncrediBody	15221	Sears Holdings Corporation	322.99	322.99	The Claim does not relate to goods received "by the Debtors".
202.	IncrediBody	17659	Sears Holdings Corporation	322.99	322.99	The Claim does not relate to goods received "by the Debtors".
203.	Independent Newsmedia Inc. USA	11255	Sears Holdings Corporation	377.95	377.95	The Claim does not relate to the receipt of "goods".
204.	Inventory Adjusters	1758	Sears Holdings Corporation	5,130.56	5,130.56	The Claim does not relate to goods received "by the Debtors".
205.	Inventory Adjusters	1879	Sears Holdings Corporation	5,130.56	5,130.56	The Claim does not relate to goods received "by the Debtors".
206.	INVENTORY ADJUSTERS	8499	Sears Holdings Corporation	9,932.05	9,932.05	The Claim does not relate to goods received "by the Debtors".
207.	iParis LLC	2673	Sears Holdings Corporation	6,156.07	6,156.07	The Claim does not relate to goods received "by the Debtors".
208.	Irvin Public Relations	4858	Sears Home & Business Franchises, Inc.	700.00	700.00	The Claim does not relate to the receipt of "goods".
209.	Isabella's Fate	5531	Sears Holdings Corporation	4,680.63	4,680.63	The Claim does not relate to goods received "by the Debtors".
210.	iSave Online Stores LLC	8520	Sears Holdings Corporation	45,919.01	45,919.01	The Claim does not relate to goods received "by the Debtors".
211.	iTouchless Housewares & Products, Inc.	3827	Sears Holdings Corporation	10,850.50	10,850.50	The Claim does not relate to goods received "by the Debtors".
212.	IVGSTORES, LLC dba ShopLadder.com	10592	Sears Holdings Corporation	45,113.01	45,113.01	The Claim does not relate to goods received "by the Debtors".
213.	J & S Electric and Sign, Inc	4437	Sears Holdings Corporation	787.00	787.00	The Claim does not relate to the receipt of "goods".
214.	J & S Electric and Sign, Inc.	4187	Sears Holdings Corporation	4,000.00	4,000.00	The Claim does not relate to the receipt of "goods".
215.	J & S Electric and Sign, Inc.	4394	Sears Holdings Corporation	540.00	540.00	The Claim does not relate to the receipt of "goods".
216.	J&L Installs, LLC	4410	California Builder Appliances, Inc.	24,520.00	24,520.00	The Claim does not relate to the receipt of "goods".
217.	JACKSON, WENDY	10739	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
218.	JASSO, DEBRA	13144	Kmart Corporation	1,560.00	1,560.00	The Claim does not relate to the receipt of "goods".
219.	JENKINS, ROSELLA M	19579	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
220.	Jerome-Berry, Sherry	18647	Sears Protection Company	2,150.00	2,150.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.

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Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
221.	JewelryWeb.com, Inc.	6587	Sears Holdings Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
222.	JewelryWeb.com, Inc.	6588	Kmart Holding Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
223.	JewelryWeb.com, Inc.	6665	Kmart.com LLC	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
224.	JewelryWeb.com, Inc.	6710	Kmart Corporation	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
225.	JewelryWeb.com, Inc.	8587	Sears, Roebuck and Co.	6,677.46	6,677.46	The Claim does not relate to goods received "by the Debtors".
226.	Jigba, Christiana Bassey	6810	Sears, Roebuck and Co.	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
227.	JMG SECURITY SYSTEM, INC.	18817	Sears Holdings Corporation	1,735.74	1,735.74	The Claim does not relate to the receipt of "goods".
228.	JOE HILLMAN PLUMBERS, INC.	5491	Sears Holdings Corporation	2,136.33	2,136.33	The Claim does not relate to the receipt of "goods".
229.	JOHNSON, GERALDINE	10190	Sears Holdings Corporation	1,435.50	1,435.50	The Claim does not relate to the receipt of "goods".
230.	JOHNSON, MARK	7101	Sears Holdings Corporation	750.00	750.00	The Claim does not relate to the receipt of "goods".
231.	JOHNSON, TUFUARZA	11810	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
232.	Jones, Kenya	11040	Sears Holdings Corporation	450.00	450.00	The Claim does not relate to the receipt of "goods".
233.	Jordan, Mike Annmar G	10527	Sears Holdings Corporation	499.18	499.18	The Claim does not relate to the receipt of "goods".
234.	Joseph, Thasku and Carmen	19761	Sears Holdings Corporation	30,000,000.00	30,000,000.00	The Claim does not relate to the receipt of "goods".
235.	JOSIAH, COOKIE K.	8199	Sears Holdings Corporation	31.05	31.05	The Claim does not relate to the receipt of "goods".
236.	JOSIAH, COOKIE K.	11152	Sears Holdings Corporation	31.05	31.05	The Claim does not relate to the receipt of "goods".
237.	JOYNES, GEORGE (MRS) C	14346	Sears Protection Company	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
238.	Judy, Dave	10197	Sears, Roebuck and Co.	800.00	800.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
239.	KBS Jewellery Inc	16244	Sears Holdings Corporation	817.78	817.78	The Claim does not relate to goods received "by the Debtors".
240.	KDC Kitchen & Bath Gallery	5846	Sears Holdings Corporation	440.47	440.47	The Claim does not relate to the receipt of "goods".
241.	KELLER, ARNOLD	18964	Sears Holdings Corporation	995.00	995.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
242.	Keller, Kristie	8960	Sears Holdings Corporation	13,657.99	13,657.99	The Claim does not relate to goods received "by the Debtors".

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Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
243.	KELLEY, GERTRUDE	15530	Sears Home Improvement Products, Inc.	10,964.60	10,964.60	The Claim does not relate to the receipt of "goods".
244.	KELLY, GLORIA	10608	Sears Holdings Corporation	10,943.54	10,943.54	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
245.	KEYLESS SHOP INC	12007	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
246.	King Service Holding Inc.	7901	Sears Holdings Corporation	1,049.58	1,049.58	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
247.	King, William	12761	Sears Holdings Corporation	5,951.90	5,951.90	The Claim does not relate to the receipt of "goods".
248.	KISSGAL LIMITED	5391	Sears Holdings Corporation	11,348.74	11,348.74	The Claim does not relate to goods received "by the Debtors".
249.	KISSGAL LIMITED	12458	Sears Holdings Corporation	11,348.74	11,348.74	The Claim does not relate to goods received "by the Debtors".
250.	KONOPKA, KERRY	12915	ServiceLive, Inc.	2,850.00	2,850.00	The Claim does not relate to the receipt of "goods".
251.	Kopke, Barry D	788	Sears Home Improvement Products, Inc.	1,532.00	1,532.00	The Claim does not relate to the receipt of "goods".
252.	Kulzer Limited	12300	Sears Holdings Corporation	47,512.95	47,512.95	The Claim does not relate to goods received "by the Debtors".
253.	Kushner, June	12163	Kmart Corporation	21,500.00	21,500.00	The Claim does not relate to the receipt of "goods".
254.	Lacy, Kathy J.	11794	Sears Home Improvement Products, Inc.	475.00	475.00	The Claim does not relate to the receipt of "goods".
255.	Lalani, Wafi	8999	Sears Holdings Corporation	4,103.61	4,103.61	The Claim does not relate to goods received "by the Debtors".
256.	LANGUAGE SERVICES ASSOCIATES	5403	StarWest, LLC	828.30	828.30	The Claim does not relate to the receipt of "goods".
257.	Language Services Associates, Inc.	4882	StarWest, LLC	626.30	626.30	The Claim does not relate to the receipt of "goods".
258.	Language Services Associates, Inc.	9941	StarWest, LLC	626.30	626.30	The Claim does not relate to the receipt of "goods".
259.	LARA, MELINDA	13672	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
260.	LARACUENTE, EDITH	17681	Sears Holdings Corporation	25,306.10	25,306.10	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
261.	LECKY, CAMERON H	17827	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
262.	LEEFONG, LINDA	17075	Sears Holdings Corporation	4,000.00	4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
263.	LEGACY DECOR	8660	Sears Holdings Corporation	1,788.69	1,788.69	The Claim does not relate to goods received "by the Debtors".
264.	LI, JENNY	19001	Sears Holdings Corporation	383.84	383.84	The Claim does not relate to goods received "by the Debtors".

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Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
265.	Li, Ying	2555	Sears Holdings Management Corporation	10,540.38	10,540.38	The Claim does not relate to goods received "by the Debtors".
266.	Limited Goods, LLC	1594	Sears Holdings Corporation	14,109.79	14,109.79	The Claim does not relate to goods received "by the Debtors".
267.	Listen Up, Inc.	7138	Sears Holdings Corporation	119.95	119.95	The Claim does not relate to goods received "by the Debtors".
268.	Loftin, Linda	11904	Sears Holdings Corporation	20,000.00	20,000.00	The Claim does not relate to the receipt of "goods".
269.	LOFTON, DERRIN	9925	Sears Holdings Corporation	233.00	233.00	The Claim does not relate to the receipt of "goods".
270.	LOZADA, EDWIN	10855	Sears Holdings Corporation	1,072.00	1,072.00	The Claim does not relate to the receipt of "goods".
271.	LUCKETT, LIMITEE	12533	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
272.	MAHMUTOVIC, JASMIN	10014	Sears Holdings Corporation	1.63	1.63	The Claim does not relate to the receipt of "goods".
273.	MANNs, TAHIRA	17328	Sears Home Improvement Products, Inc.	19,498.00	19,498.00	The Claim does not relate to the receipt of "goods".
274.	Martinez, Sarah	10269	Sears Holdings Corporation	600.00	600.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
275.	MASOTTI, MAXI	11217	Sears Holdings Corporation	5,000.00	5,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
276.	Matsumoto, Horace	7857	Sears Holdings Corporation	98.22	98.22	The Claim does not relate to the receipt of "goods".
277.	Matthew, David and Thomas Inc. (d.b.a. M and M Landscaping)	773	Sears Holdings Corporation	8,529.00	8,529.00	The Claim does not relate to the receipt of "goods".
278.	MECHANICS TOOLS WAREHOUSE	13029	Sears Holdings Corporation	30,155.28	30,155.28	The Claim does not relate to goods received "by the Debtors".
279.	MECHANICS TOOLS WAREHOUSE	13033	Sears Holdings Corporation	51,993.92	51,993.92	The Claim does not relate to goods received "by the Debtors".
280.	MECHANICS TOOLS WAREHOUSE	13097	Sears Holdings Corporation	30,155.28	30,155.28	The Claim does not relate to goods received "by the Debtors".
281.	Midway Auto Supply, Inc.	6241	Sears Holdings Corporation	181.03	181.03	The Claim does not relate to goods received "by the Debtors".
282.	MyLovebugRocky, LLP	2407	Sears Holdings Corporation	382.06	382.06	The Claim does not relate to goods received "by the Debtors".
283.	MyLovebugRocky, LLP	10176	Sears Holdings Corporation	382.06	382.06	The Claim does not relate to goods received "by the Debtors".
284.	Nextphase, Inc.	3800	Sears Holdings Corporation	2,688.37	2,688.37	The Claim does not relate to goods received "by the Debtors".
285.	Nilima Online Services Inc.	6589	Sears Holdings Corporation	10,768.00	10,768.00	The Claim does not relate to goods received "by the Debtors".
286.	NSF SERVICES dba GOLINENS	1560	Sears Holdings Corporation	18,173.02	18,173.02	The Claim does not relate to goods received "by the Debtors".

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Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
287.	OMNIHIL INC	11502	Sears Holdings Corporation	1,500.00	1,500.00	The Claim does not relate to goods received "by the Debtors".
288.	On Time Integration Inc.	8526	Sears Holdings Corporation	236,770.34	236,770.34	The Claim does not relate to goods received "by the Debtors".
289.	OTC Wholesale	7992	Sears, Roebuck and Co.	115.90	115.90	The Claim does not relate to goods received "by the Debtors".
290.	Outfitter Country	5927	Sears Holdings Corporation	108.08	108.08	The Claim does not relate to goods received "by the Debtors".
291.	PerfumesAmerica.com	912	Sears Holdings Corporation	2,866.80	2,866.80	The Claim does not relate to goods received "by the Debtors".
292.	Pineae Greenhouses Inc.	2586	A&E Lawn & Garden, LLC	7,694.73	7,694.73	The Claim does not relate to goods received "by the Debtors".
293.	Plum Group, LLC	1824	Sears Holdings Corporation	2,102.33	2,102.33	The Claim does not relate to goods received "by the Debtors".
294.	POWER MOWER CORP DBA POWER MOWER SALES	12995	Sears Holdings Corporation	6,071.88	6,071.88	The Claim does not relate to goods received "by the Debtors".
295.	PW Acquisitions, LLC	18876	Sears Holdings Corporation	4,902.82	4,902.82	The Claim does not relate to goods received "by the Debtors".
296.	PW Acquisitions, LLC	8501	Sears Holdings Corporation	4,902.82	4,902.82	The Claim does not relate to goods received "by the Debtors".
297.	R&M Group LLC	1424	Sears Holdings Corporation	10,775.28	10,775.28	The Claim does not relate to goods received "by the Debtors".
298.	Radner, Melissa J	14202	Sears Holdings Corporation	7,501.82	7,501.82	The Claim does not relate to goods received "by the Debtors".
299.	REGAL FITS LIMITED	12438	Sears Holdings Corporation	6,507.49	6,507.49	The Claim does not relate to goods received "by the Debtors".
300.	RENFRO CORPORATION	13791	Kmart Corporation	114,129.94	114,129.94	The Claim does not relate to goods received "by the Debtors".
301.	RENFRO CORPORATION	14106	Sears, Roebuck and Co.	20,094.20	20,094.20	The Claim does not relate to goods received "by the Debtors".
302.	Resurs2 Corporation	8533	Sears Holdings Corporation	10,958.00	10,958.00	The Claim does not relate to goods received "by the Debtors".
303.	Reynolds Building Systems	6275	Sears Holdings Corporation	5,601.00	5,601.00	The Claim does not relate to goods received "by the Debtors".
304.	Rosewill Inc	13468	Sears Holdings Corporation	1,474.77	1,474.77	The Claim does not relate to goods received "by the Debtors".
305.	seaofdiamonds.com	15554	Sears Holdings Corporation	9,825.93	9,825.93	The Claim does not relate to goods received "by the Debtors".
306.	Shop Eddies / Bill Baiden	1417	Sears Holdings Corporation	3,719.45	3,719.45	The Claim does not relate to goods received "by the Debtors".
307.	Shopchimney.com inc	11540	Sears Holdings Corporation	26,743.03	26,743.03	The Claim does not relate to goods received "by the Debtors".
308.	Silver City Jewelry Inc.	12728	Sears Holdings Corporation	5,345.13	5,345.13	The Claim does not relate to goods received "by the Debtors".

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309.	Silver Star Brands	2031	Sears Holdings Corporation	4,138.65	4,138.65	The Claim does not relate to goods received "by the Debtors".
310.	Silver Star Brands	6635	Sears Holdings Corporation	6,213.73	6,213.73	The Claim does not relate to goods received "by the Debtors".
311.	Simadre Techc LLC	5350	Sears Holdings Corporation	1,694.89	1,694.89	The Claim does not relate to goods received "by the Debtors".
312.	Simadre Techs LLC	12259	Sears Holdings Corporation	2,775.11	2,775.11	The Claim does not relate to goods received "by the Debtors".
313.	Sister Moon Boutique	5236	Sears Holdings Corporation	84.39	84.39	The Claim does not relate to goods received "by the Debtors".
314.	Sky Billiards, Inc. dba Best Choice Products	7592	Sears Holdings Corporation	136,538.98	136,538.98	The Claim does not relate to goods received "by the Debtors".
315.	Smart Surplus, Inc	8522	Sears Holdings Corporation	4,507.48	4,507.48	The Claim does not relate to goods received "by the Debtors".
316.	SMARTECOM LLC	8480	Sears, Roebuck and Co.	2,328.71	2,328.71	The Claim does not relate to goods received "by the Debtors".
317.	Spanish Bay Ventures, LLC dba Ron's Home and Hardware	12610	Sears Holdings Corporation	4,888.75	4,888.75	The Claim does not relate to goods received "by the Debtors".
318.	SS Roshan Enterprises Inc	10843	Sears Holdings Corporation	636.99	636.99	The Claim does not relate to goods received "by the Debtors".
319.	Stolaas Company	11880	Sears Holdings Corporation	154,248.42	154,248.42	The Claim does not relate to goods received "by the Debtors".
320.	Stolaas Company DBSA Tic-Tok	4280	Sears Holdings Corporation	154,248.42	154,248.42	The Claim does not relate to goods received "by the Debtors".
321.	Stolaas Company Inc, DBA Tic-Tok	1389	Sears Holdings Corporation	184,336.87	184,336.87	The Claim does not relate to goods received "by the Debtors".
322.	Stylebug Corporation	3499	Sears Holdings Corporation	1,192.00	1,192.00	The Claim does not relate to goods received "by the Debtors".
323.	Szul USA LLC	1785	Sears Holdings Corporation	4,260.85	4,260.85	The Claim does not relate to goods received "by the Debtors".
324.	Szul USA LLC	8702	Sears Holdings Corporation	5,851.89	5,851.89	The Claim does not relate to goods received "by the Debtors".
325.	Tabula Rasa Enterprises LLC	5397	Sears Holdings Corporation	2,706.00	2,706.00	The Claim does not relate to goods received "by the Debtors".
326.	Travel Accessories Inc	7691	Sears Holdings Corporation	22,596.36	22,596.36	The Claim does not relate to goods received "by the Debtors".
327.	Tri-State Camera Exchange, Inc.	7929	Sears Holdings Corporation	265,627.87	265,627.87	The Claim does not relate to goods received "by the Debtors".
328.	Unilight Industrial Inc.	12299	Sears Holdings Corporation	255.91	255.91	The Claim does not relate to goods received "by the Debtors".
329.	US Trade Ent.	9556	Sears Holdings Corporation	15,985.09	15,985.09	The Claim does not relate to goods received "by the Debtors".
330.	UStade Ent.	10106	Sears Holdings Corporation	15,985.09	15,985.09	The Claim does not relate to goods received "by the Debtors".

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331.	Varouj Appliances	15199	Sears Holdings Corporation	30,997.85	30,997.85	The Claim does not relate to goods received "by the Debtors".
332.	Vir Ventures Inc	8539	Sears Holdings Corporation	198,137.54	198,137.54	The Claim does not relate to goods received "by the Debtors".
333.	VM Innovations, Inc.	10914	Sears, Roebuck and Co.	68,625.20	68,625.20	The Claim does not relate to goods received "by the Debtors".
334.	WAHAB, OLAYINKA	3625	Sears Holdings Corporation	652.92	652.92	The Claim does not relate to goods received "by the Debtors".
335.	WARDROBE LIMITED	12195	Sears Holdings Corporation	6,930.51	6,930.51	The Claim does not relate to goods received "by the Debtors".
336.	WOODBURY OUTFITTERS, LLC	12403	Sears, Roebuck and Co.	3,599.44	3,599.44	The Claim does not relate to goods received "by the Debtors".
337.	Yaheetech	15994	Sears Holdings Corporation	11,532.65	11,532.65	The Claim does not relate to goods received "by the Debtors".
338.	YESCOM USA INC	12554	Sears Holdings Corporation	48,441.84	48,441.84	The Claim does not relate to goods received "by the Debtors".
339.	ZENAS SHOES INC	13143	Sears Holdings Corporation	2,950.02	2,950.02	The Claim does not relate to goods received "by the Debtors".
340.	ZUCKERFAN LIMITED	12444	Sears Holdings Corporation	73,509.91	73,509.91	The Claim does not relate to goods received "by the Debtors".
341.	ZUCKERFAN LIMITED	12485	Sears Holdings Corporation	73,509.91	73,509.91	The Claim does not relate to goods received "by the Debtors".
342.	Zuma Water Filters Inc (DBA: House Of Filters)	8532	Sears Holdings Corporation	35,685.75	35,685.75	The Claim does not relate to goods received "by the Debtors".

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